

EXHIBIT A

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-1(b)

CULLEN AND DYKMAN LLP

100 Quentin Roosevelt Blvd.

Garden City, New York 11530

(516) 357-3700

Matthew G. Roseman, Esq.

Bonnie L. Pollack, Esq

Attorneys for Certain Petitioning Creditors

In Re:

HEALTH TECH HARBOR, INC.,

Alleged Debtor.

Case No.: 20-19017 (RG)

Chapter: 7

Hearing Date: _____

Judge: Rosemary Gambardella

**CERTIFICATION OF CONSENT
REGARDING CONSENT ORDER**

I certify that with respect to the Consent Order Approving Stipulation Resolving Motion to Dismiss Involuntary Petition submitted to the Court, the following conditions have been met:

- (a) The terms of the consent order are identical to those set forth in the original consent order;
- (b) The signatures represented by the /s/ _____ on the consent order reference the signatures of consenting parties obtained on the original consent order;
- (c) I will retain the original consent order for a period of 7 years from the date of closing of the case or adversary proceeding.
- (d) I will make the original consent order available for inspection on request of the Court or any party in interest; and

Final paragraph options:

☐ (e) *If submitting the consent order and this certification to the Court conventionally, I acknowledge the signing of same for all purposes, including those under Fed. R. Bankr. P. 9011 (sign certification in pen and ink and the Court will scan);*

☒ (e) *If submitting the consent order and this certification to the Court electronically via the presiding judge's e mail box, as a registered Participant of the Court's Case Management/ Electronic Files (CM/ECF) System, I will simultaneously electronically file this certification with the Court, by use of my login and password, thereby signing same for all purposes including those under Fed. R. Bankr. P 9011 (sign certification with a /s/ _____).*

Date: January 20, 2021

/s/ Bonnie L. Pollack
Signature of Attorney

CULLEN AND DYKMAN LLP
100 Quentin Roosevelt Blvd.
Garden City, New York 11530
(516) 357-3700
Matthew G. Roseman, Esq.
Bonnie L. Pollack, Esq

Attorneys for Certain Petitioning Creditors

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

-----)	
In re:)	Chapter 7
)	
HEALTH TECH HARBOR, INC.,)	
)	Case No. 20-19017 (RG)
)	
Alleged Debtor.)	
-----)	

**CONSENT ORDER APPROVING STIPULATION
RESOLVING MOTION TO DISMISS INVOLUNTARY PETITION**

The relief set forth on the following pages, numbered two (2) is hereby **ORDERED**.

Debtors: Health Tech Harbor, Inc.

Case No.: 20-19017 (RG)

Caption of Order: Consent Order Approving Stipulation Resolving Motion to Dismiss
Involuntary Petition

THIS MATTER having come before the Court upon the Motion by Alleged Debtor to Dismiss Involuntary Chapter 7 Petition, Request for Entry of Joint Scheduling Order, Among Other Things, Scheduling an Evidentiary Hearing and Granting Other Relief (the “Motion”), and the Stipulation Resolving Motion to Dismiss Involuntary Petition (the “Stipulation”), consented to by, among others, the Alleged Debtor and the Petitioning Creditors, and the Court finding good cause for the entry of the within Order.

IT IS HEREBY:

ORDERED, that the Stipulation, a copy of which is attached hereto, is hereby approved in all respects.

CULLEN AND DYKMAN LLP
100 Quentin Roosevelt Blvd.
Garden City, New York 11530
(516) 357-3700
Matthew G. Roseman, Esq.
Bonnie L. Pollack, Esq

Attorneys for *Certain Petitioning Creditors*

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

-----)	
In re:)	Chapter 7
)	
HEALTH TECH HARBOR, INC.,)	
)	Case No. 20-19017 (RG)
)	
Alleged Debtor.)	

STIPULATION RESOLVING MOTION TO DISMISS INVOLUNTARY PETITION

WHEREAS, on July 29, 2020 (the “Petition Date”), an involuntary petition (the “Petition”) for relief under chapter 7, title 11, United States Code (the “Bankruptcy Code”) was filed against Health Tech Harbor, Inc. (the “Alleged Debtor” or “HTH”) with the United States Bankruptcy Court for the District of New Jersey (the “Bankruptcy Court”); and

WHEREAS, the Petition was originally filed by four (4) creditors, and was later joined by an additional fifteen (15) creditors (collectively, the “Petitioning Creditors”); and

WHEREAS, on August 20, 2020, the Alleged Debtor moved to dismiss the Petition (the “Motion to Dismiss”); and

WHEREAS, HTH and the Petitioning Creditors acknowledge that DGN Pharmacy, Inc., doing business as PersonalRX (“PRX”), has obligations due and owing to HTH (all parties’

claims, counterclaims and defenses with respect to such obligations being expressly preserved);
and

WHEREAS, on October 22, 2020, the Bankruptcy Court entered an order directing that the parties attend mediation with respect to the Motion to Dismiss; and

WHEREAS, Morris Bauer, Esq. (the “Mediator”) was appointed as the Mediator in connection with the Mediation; and

WHEREAS, the Alleged Debtor and PRX, by and through their principal Lawrence Margolis (“Margolis”), representatives of the Petitioning Creditors, and their respective counsel attended three (3) Mediation sessions; and

WHEREAS, as a result of the Mediation, the parties have agreed upon terms resolving the Motion to Dismiss, and have agreed to memorialize those terms herein;

NOW, THEREFORE, in consideration of the foregoing, it is hereby stipulated and agreed by and between HTH, the Petitioning Creditors, PRX and Margolis as follows:

1. The above recitals are incorporated herein by reference.
2. Subject to the terms set forth herein, on the date that is six (6) months from the execution of this Stipulation by all parties (the “Entry Date”), an order for relief (the “Order for Relief”) will be entered in the HTH case. On such date, HTH’s counsel shall submit a letter to the Bankruptcy Court with a copy to the Petitioning Creditors and the Mediator, requesting that the Order for Relief be entered. If HTH’s counsel fails to send such request to the Bankruptcy Court, counsel for the Petitioning Creditors may do so in its place and stead. The Entry Date may be extended only with the express written consent of the Petitioning Creditors.
3. In the event that this Stipulation is not executed by all parties on or before January 20, 2021, unless such date is extended with the express written consent of all parties hereto, it

shall be null and void, and the parties shall proceed with litigating the Motion to Dismiss in accordance with the prior orders of the Bankruptcy Court.

4. From the Date of Court approval of this Stipulation, through the Entry Date (the “Standstill Period”), the Mediator shall act as a monitor with full access to all information respecting, and the full right to review all aspects of, the businesses of HTH and PRX. The fees of the Mediator in acting as a monitor shall be paid by HTH and/or PRX. The Mediator shall respond to all reasonable requests by the Petitioning Creditors for information related to the business activities of HTH and PRX. The parties acknowledge that the Mediator may continue as mediator in this case, and agree to share the costs of the Mediator’s services as mediator pursuant to the prior order of the Bankruptcy Court. HTH, PRX and Margolis shall also notify the Mediator and the Petitioning Creditors of any adverse legal events pertaining to HTH, PRX and Margolis, including without limitation the commencement of legal action against them or the receipt of default or demand notices by them, within five (5) business days of receipt of such notice(s) or action(s) (or such earlier knowledge of same).

5. During the Standstill Period, the Petitioning Creditors shall have the right, at their sole cost and expense, to perform a forensic accounting of all of the books and records of HTH and PRX for the years 2016 through 2020. HTH and PRX shall cooperate with the reasonable requests of the forensic accountant and shall provide full access to all financial records of their respective companies.

6. During the Standstill Period, the Petitioning Creditors shall be provided with the following financial statements:

- (a) Immediately, a draft balance sheet for PRX for the year ended 2020;
- (b) When available, a final balance sheet for PRX for the year ended 2020;
- (c) Within 30 days of filing, signed copies of all tax returns of PRX and HTH;

(d) Every month, on or before the 5th day after receipt of a statement, copies of HTH's and PRX's bank statements for the preceding month; and

(e) Every month, on or before the 20th day of the month, draft copies of PRX's accounts receivable aging report, accounts payable report and profit and loss statements (final copies shall be provided when available after review by PRX's certified public accountants).

7. PRX shall in good faith continue to solicit capital funding and grants throughout the Standstill Period.

8. During the Standstill Period, PRX shall not take any loans, grant any liens on its assets, sell its assets or make any repayments of debt outside of the ordinary course of business except that (a) PRX may finance or sell its accounts receivable, (b) upon agreement of the Mediator after consultation with the Petitioning Creditors, may take unsecured loans of up to \$250,000 in the aggregate, and (c) with prior notice to and the written consent of the Petitioning Creditors, which consent shall not be unreasonably withheld, may obtain unsecured loans in excess of the aggregate of \$250,000.

9. Margolis shall not pledge or otherwise encumber his interests in PRX during the Standstill Period. Margolis may transfer a portion of his interests in PRX for the purposes of raising capital, provided that the transfer is to an independent third party for full and fair consideration to PRX, subject to the Mediator's prior review.

10. The obligations of PRX to HTH shall not be further extended or converted to equity during the Standstill Period.

11. No dividends or distributions to the equity holders of HTH or PRX shall be made during the Standstill Period, nor shall any officers' salaries increase during the Standstill Period. Notwithstanding anything herein, Margolis may receive his present salary from PRX. However, for every dollar that Margolis receives in salary from PRX during the Standstill Period in excess

of \$75,000, \$1.00 shall be paid by PRX to the Petitioning Creditors in reduction of their claims against HTH and PRX. Such payment shall be made at the end of the Standstill Period.

12. During the Standstill Period, HTH, PRX, and the Petitioning Creditors shall have good faith discussions by and among any of them with respect to a resolution of the debts owed by HTH to the Petitioning Creditors.

13. It shall be a default under the stipulation if (a) HTH or PRX fail to comply with the provisions of this Stipulation, or if (b) the Petitioning Creditors uncover any evidence of malfeasance, misfeasance, gross negligence, willful misconduct or actual fraud occurring during the Standstill Period.

14. In the event any default under paragraph 13(a) is not cured or explained to the sole satisfaction of the Petitioning Creditors within seven (7) days of email notice to counsel to HTH, PRX and the Mediator, the Order for Relief may be immediately entered even if the Standstill Period has not expired, and the Petitioning Creditors shall have the right to submit a letter to the Bankruptcy Court in order to obtain entry of the Order for Relief. In the event any default under paragraph 13(b) is not cured or explained to the sole satisfaction of the Petitioning Creditors within seven (7) days of email notice to counsel to HTH, PRX and the Mediator, the Petitioning Creditors shall be entitled to seek entry of the Order for Relief by filing a Notice of Presentment and an affidavit as to the facts supporting the default, upon notice to HTH, PRX and the Mediator, with the opportunity for HTH and PRX to object to such relief within seven (7) days of the filing of the Notice of Presentment. The Notice of Presentment shall provide for a hearing by the Bankruptcy Court at its earliest available date.

15. In the event the Standstill Period expires while the Notice of Presentment described in paragraph 14 is pending, the Order for Relief shall be submitted to the Bankruptcy

Court as provided in paragraph 2 hereof. For clarity, the pendency of the Notice of Presentment shall not extend the Standstill Period.

16. Prior to receiving any financial information in accordance with this Stipulation, the Petitioning Creditors shall execute a reasonable non-disclosure agreement with respect to the financial information that they receive from HTH and PRX. Nothing in the non-disclosure agreement shall prevent the Petitioning Creditors from using the information received for either establishing defaults hereunder or for the purposes of litigation involving the parties hereto with respect to the obligations between and among HTH, PRX and the Petitioning Creditors.

17. Except as specifically set forth herein, all rights, defenses, claims and counterclaims, of each of the respective parties hereto are preserved.

18. The parties agree that each shall bear their own counsel fees and costs incurred in connection with the Petition, Motion to Dismiss and the resolution thereof.

19. This Stipulation may be executed in multiple counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument. This Stipulation may be executed by facsimile or PDF signature, and such signatures will be deemed to be as valid as an original signature.

20. The Bankruptcy Court shall have exclusive jurisdiction to resolve any disputes between the parties arising with respect to this Stipulation.

21. This Stipulation shall be binding upon the parties hereto and their respective successors and assigns.

22. This Stipulation may not be amended, supplemented, changed, or modified in any manner except by a writing signed by all parties to the Stipulation.

Dated: January 20, 2021

CULLEN AND DYKMAN LLP

By: s/ Bonnie Pollack
Matthew G. Roseman, Esq.
Bonnie L. Pollack, Esq.
100 Quentin Roosevelt Boulevard
Garden City, NY 11530

Counsel for Certain Petitioning Creditors

MCCARTER & ENGLISH, LLP

By: /Gregory Mascitti
Philip Parlick, Esq.
Jeffrey T. Testa, Esq.
100 Mulberry Street
Four Gateway Center
Newark, NJ 07102

Counsel for Certain Petitioning Creditors

GENOVA BURNS LLC

By: s/ Daniel Stolz
Daniel M. Stolz, Esq.
110 Allen Road, Suite 304
Basking Ridge, NJ 07920

Counsel for PersonalRX

Gregory Kinoian Law LLC

By: s/ Gregory Kinoian
Gregory S. Kinoian, Esq.
Of Counsel to Aboyoun Dobbs LLC
77 Bloomfield Avenue
Pine Brook, NJ 07058

Counsel to Health Tech Harbor, Inc.,
Alleged Debtor

EXHIBIT B

Pollack, Bonnie

From: Pollack, Bonnie
Sent: Tuesday, February 16, 2021 1:14 PM
To: 'Daniel M. Stolz'; 'Gregory Kinoian'; Mo Bauer
Cc: Roseman, Matthew
Subject: HTH
Attachments: HTH Letter.pdf

Gentlemen- please see attached. Thank you.

Bonnie Pollack
Partner
Cullen and Dykman LLP
100 Quentin Roosevelt Boulevard
Garden City, New York 11530
T: 516.296.9143 | F: 516.357.3792
E: bpollack@cullenllp.com

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Bonnie L. Pollack
PARTNER
Direct: 516-296-9143
E-mail bpollack@cullenllp.com

February 16, 2021

Via Email

Daniel M. Stolz, Esq.
Genova Burns LLC
110 Allen Road, Suite 304
Basking Ridge, NJ 07920

Morris S. Bauer, Esq.
Norris McLaughlin, P.A.
400 Crossing Boulevard, 8th Floor
Bridgewater, NJ 08807-5933

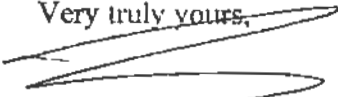
Gregory S. Kinoian, Esq.
Gregory Kinoian Law LLC
77 Bloomfield Avenue
Pine Brook, NJ 07058

Re: In re Health Tech Harbor, Inc.
Chapter 7 Case No. 20-19017 (RG)

Gentlemen:

Pursuant to paragraph 5 of the Stipulation and Consent Order entered by the Court on January 21, 2021 in the above matter, enclosed please find a list of documents requested by the Petitioning Creditors' forensic accountants. It would be appreciated if you could provide the requested documents as soon as possible (on a rolling basis if possible). Should you have any questions regarding this request, please do not hesitate to contact us.

Very truly yours,



Bonnie L. Pollack

BLP
Encls.

PRELIMINARY DOCUMENT REQUEST LIST

Please provide us with the information listed below for DGN Pharmacy Inc. DBA PersonalRX and Health Tech Harbor Inc. (collectively, the "Companies").¹ Please provide all data in electronic format (i.e., Excel, Word, PDF, etc.) for the period of January 1, 2016 through December 31, 2020.

This is our initial document request. As our analysis progresses, additional documents may be requested.

1. Organizational chart of the Companies and all related entities.
2. Accrual or cash based financial statements, including all supplementary statements and schedules for the Companies.²
3. Federal tax returns, including all supplementary statements and schedules for the Companies.
4. Copies of any forecasts, budgets, projections or business plans.
5. Copies of any operating agreements or management agreements.
6. Detailed general ledgers, in electronic format.³
7. A listing of all bank accounts.
8. Bank statements for all accounts, including copies of canceled checks, wire transfers and deposit details.
9. A list of each Companies' top 10 customers, and the amount of sales for each.
10. A list of each Companies' top 10 vendors/suppliers, and the amount of purchases for each.
11. Aged accounts receivable as of December 31, 2020.
12. Aged accounts payable summary as of December 31, 2020.
13. Schedule of officers' and/or owners' compensation for each year.
14. Transaction details, schedules and supporting documentation regarding transactions with related parties, including officer loans, for each year.
15. A listing of notes payable and other interest bearing debt, along with copies of the note/debt agreements.
16. Copies of any major sale or purchase contracts.
17. Copies of all agreements, expenses, and payments related to the PRX software.

¹ Subject to change based upon a review of any applicable organizational charts or related information.

² The financial statements for PersonalRX for the years ended December 31, 2018 and 2019 do not need to be produced as they have already been provided to us.

³ Please provide this data on a USB drive, or other compatible media, along with the required login and password information. The fully-detailed general ledger in its exported format shall contain all company financial transactions, encompassing postings from all sources of business activity, business records, all original source journals, and other data sources, including but not limited to cash receipts/cash deposits, cash disbursements/cash withdrawals, sales journals/sales invoices, purchase journals/purchase invoices, petty cash journals/petty cash expenses, payroll journals/company payroll records, and accounts receivable/payable subsidiary ledgers, broken out by Account Number and Name, Transaction Date, Journal Entry Number, Audit Trail, Distribution Reference/Transaction Description, Original Master Number/Source Journal, Deposit or Check Number, Original Master Name/Customer or Vendor, with Beginning Account Balance, all Debits and Credits, and Ending Account Balances.

EXHIBIT C

Pollack, Bonnie

From: Pollack, Bonnie
Sent: Friday, April 16, 2021 11:09 AM
To: Daniel M. Stolz; Gregory Kionoian
Cc: MBauer@nmmlaw.com; Roseman, Matthew
Subject: Health Tech Harbor/PersonalRX
Attachments: Scan04162021-2.pdf

Please see attached. Thank you.

Bonnie Pollack
Partner
Cullen and Dykman LLP
100 Quentin Roosevelt Boulevard
Garden City, New York 11530
T: 516.296.9143
E: bpollack@cullenllp.com



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F: 516.357.3792

Bonnie L. Pollack
PARTNER
Direct: 516-296-9143
E-mail bpollack@cullenllp.com

April 16, 2021

Via Email

Daniel M. Stolz, Esq.
Genova Burns LLC
110 Allen Road, Suite 304
Basking Ridge, NJ 07920

Gregory Kionoian, Esq.
Gregory Kionoian Law LLC
77 Bloomfield Avenue
Pine Brook, NJ 07058

Re: In re Health Tech Harbor, Inc.
Chapter 7 Case No. 20-19017 (RG)

Dear Dan and Greg:

Pursuant to the Stipulation approved by the Court in the above matter, in addition to the documents requested in our communication of February 16, 2021, our forensic accountant is requesting copies of any credit card statements for both DGN Pharmacy Inc. d/b/a PersonalRX and Health Tech Harbor Inc. for the years 2016 through 2020.

Please produce same as soon as possible. Thank you.

Very truly yours,



Bonnie L. Pollack

cc: Mo Bauer, Esq. (via email)
Matthew Roseman, Esq.

EXHIBIT D

Pollack, Bonnie

From: Pollack, Bonnie
Sent: Friday, March 5, 2021 8:08 AM
To: Daniel M. Stolz; Mo Bauer
Cc: Roseman, Matthew
Subject: FW: NDA/Citron
Attachments: DGN Pharmacy NDA Revised and Executed by CCC 02032021.pdf

Last time I am sending this. Please see below as well.

Bonnie Pollack

Partner

Cullen and Dykman LLP

100 Quentin Roosevelt Boulevard

Garden City, New York 11530

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From: Pollack, Bonnie <bpollack@cullenllp.com>
Sent: Tuesday, March 2, 2021 5:48 PM
To: Daniel M. Stolz <DStolz@genovaburns.com>; Gregory Kinoian <gkinoian@gmail.com>; Mo Bauer <msbauer@norris-law.com>
Cc: Roseman, Matthew <MRoseman@cullenllp.com>
Subject: NDA/Citron

Please see attached. Please send a countersigned copy back. Also, I do not believe that we ever got a countersigned copy of the one signed by Dr. Malya. Please send. Thanks.

Bonnie Pollack

Partner

Cullen and Dykman LLP

100 Quentin Roosevelt Boulevard

Garden City, New York 11530

T: 516.296.9143

E: bpollack@cullenllp.com

Pollack, Bonnie

From: Pollack, Bonnie
Sent: Friday, March 5, 2021 8:05 AM
To: Daniel M. Stolz; mbauer@nmmlaw.com
Cc: Roseman, Matthew
Subject: RE: February Bank Statements

Twice now

Bonnie Pollack
Partner
Cullen and Dykman LLP
100 Quentin Roosevelt Boulevard
Garden City, New York 11530
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From: Daniel M. Stolz <DStolz@genovaburns.com>
Sent: Friday, March 5, 2021 9:04 AM
To: Pollack, Bonnie <bpollack@cullenllp.com>; mbauer@nmmlaw.com
Cc: Roseman, Matthew <MRoseman@cullenllp.com>
Subject: [EXTERNAL] RE: February Bank Statements

I will get an update on the documents, have you sent an NDA signed by Citron ?



Daniel M. Stolz, Esq.

110 Allen Rd., Suite 304, Basking Ridge, NJ 07920

Tel: 973.230.2095 | Fax: 973.533.1112

[Vcard](#) | [Bio](#) | [Website](#)

From: Pollack, Bonnie <bpollack@cullenllp.com>
Sent: Friday, March 5, 2021 8:59 AM
To: Daniel M. Stolz <DStolz@genovaburns.com>; mbauer@nmmlaw.com
Cc: Roseman, Matthew <MRoseman@cullenllp.com>
Subject: RE: February Bank Statements

Security Warning. This is an EXTERNAL email.

Dan/Mo- please confirm that the \$1 million raise and sale of Larry's interests was reviewed and approved by Mo pursuant to paragraph 9 of the parties' stipulation. Also, Dan, what is the timing on the production of financial information? Thank you.

Bonnie Pollack

Partner

Cullen and Dykman LLP

100 Quentin Roosevelt Boulevard

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From: Daniel M. Stolz <DStolz@genovaburns.com>

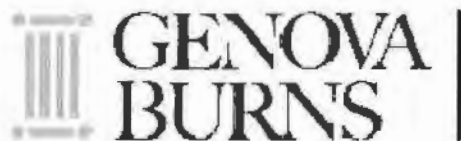
Sent: Thursday, March 4, 2021 12:50 PM

To: Pollack, Bonnie <bpollack@cullenllp.com>; mbauer@nmmlaw.com

Cc: Larry Margolis <larsm66@gmail.com>

Subject: [EXTERNAL] RE: February Bank Statements

By the way, you will notice PRX raised \$1 Million by issuing additional shares and selling them for an 8% ownership. The Weefunder campaign is also active. You will also see a payment of 100k to Kattine, which was an interest free bridge loan taken out prior to our agreement, to provide liquidity until the PPP loan was received. PRX is completing a year end review with its accountants and will then start putting together the information requested.



Daniel M. Stolz, Esq.

110 Allen Rd., Suite 304, Basking Ridge, NJ 07920

Tel: 973.230.2095 | Fax: 973.533.1112

[Vcard](#) | [Bio](#) | [Website](#)

From: Daniel M. Stolz

Sent: Thursday, March 4, 2021 12:41 PM

To: Pollack, Bonnie <bpollack@cullenllp.com>; mbauer@nmmlaw.com

Cc: Larry Margolis <larsm66@gmail.com>

Subject: FW: February Bank Statements

Attached are the February bank statements, pursuant to the stipulation.

Daniel M. Stolz, Esq.



110 Allen Rd., Suite 304, Basking Ridge, NJ 07920

Tel: 973.230.2095 | Fax: 973.533.1112

[Vcard](#) | [Bio](#) | [Website](#)

From: Cheryl Fine <cheryl@personalrx.com>
Sent: Thursday, March 4, 2021 10:43 AM
To: Daniel Stolz <dstolz@wislaw.com>
Cc: Lawrence Margolis <larry@personalrx.com>
Subject: February Bank Statements

Dear Dan,

Attached are the February Bank Statements for PersonalRX and HTH, that are due on or before the 5th of each month.

Please let me know if you have any questions.

Cheryl

--



Cheryl Fine
Controller-Director of Talent

Office 201.430.7300 | **Direct** 201.623.3881 | **Fax** 201.334.0700
20 Murray Hill Parkway, Suite 210
East Rutherford, NJ 07073

PersonalRX.com

Watch our video!

This message and any attachments are intended for the individual or entity named above. If you are not the intended recipient, you are hereby notified that any unauthorized disclosure, review, copying, distribution or taking of any action in reliance on the contents of these materials is strictly prohibited. If you are not the intended recipient, please do not read, copy, use or disclose this communication to others; also please notify the sender by replying to this message, and then delete it from your system.

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Pollack, Bonnie

From: Pollack, Bonnie
Sent: Tuesday, March 2, 2021 5:48 PM
To: Daniel M. Stolz; Gregory Kinoian; Mo Bauer
Cc: Roseman, Matthew
Subject: NDA/Citron
Attachments: DGN Pharmacy NDA Revised and Executed by CCC 02032021.pdf

Please see attached. Please send a countersigned copy back. Also, I do not believe that we ever got a countersigned copy of the one signed by Dr. Malya. Please send. Thanks.

Bonnie Pollack
Partner
Cullen and Dykman LLP
100 Quentin Roosevelt Boulevard
Garden City, New York 11530
T: 516.296.9143
E: bpollack@cullenllp.com

NON-DISCLOSURE AND CONFIDENTIALITY AGREEMENT

This Agreement made and entered into this 2nd day of February, 2021, by and between DGN Pharmacy, Inc. d/b/a PersonalRX (hereinafter referred to as "PRX") and Citrin Cooperman & Company, LLP having an address at 529 5th Avenue New York, New York, together with any affiliates (hereinafter referred to as "Recipient").

WHEREAS, the parties hereto, by and through their counsel, have entered into a Stipulation resolving motion to dismiss involuntary petition filed by certain creditors (the "Petitioning Creditors" against Health Tech Harbor, Inc. (hereinafter "HTH"), which Stipulation was approved by Order of the Honorable Rosemary Gambardella, United States Bankruptcy Judge for the District of New Jersey (the "Court") by Order dated January 21, 2021 (the "Stipulation"); and

WHEREAS, pursuant to the Stipulation, the Recipients are entitled to obtain certain financial information and other information from PRX, either produced by PRX or through a review of PRX's business records by the Recipients' accountants; and

WHEREAS, pursuant to the Stipulation, the Recipients have agreed to execute a Non-Disclosure Agreement with regard to the information of PRX that they receive; and

WHEREAS, the parties agree that it is in their best interest to have certain information which of a confidential nature ("Confidential Information"), to facilitate discussions and negotiations which may occur between the Parties.

THEREFORE, in consideration of the mutual promises and benefits to obtain by each of the Parties hereto and other good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, the parties do agree as follows:

1. Maintain Confidential Information

The Parties (and representatives of said Parties) agree to keep and maintain all Confidential Information confidential. The Parties agree not to disclose such information to anyone other than the Parties to this Agreement unless the Disclosing Party has been given written consent, or unless required by law, provided, however, that the Confidential Information may be used to establish defaults under the Stipulation or for the purpose of litigation with respect to the obligations between and among HTH, PRX and the Petitioning Creditors. The Recipient may share Confidential Information with its affiliates, affiliated funds, limited partners and its and their respective officers, directors, employees, partners, advisors (including, but not limited to legal counsel, consultants, accountants and financial advisors), funding sources, and their respective representatives (such Parties actually receiving Confidential Information from the Recipient or at its direction, collectively, Recipient's "Representatives"). In the event that the Parties hereto or their Representatives desire to share the Confidential Information with any of the other Petitioning Creditors, any such Petitioning Creditor shall first execute a copy of this Agreement and shall be bound hereto.

The obligations imposed by this Agreement shall not apply with respect to any Confidential Information or part thereof which:

- a. Is in the public domain at the time of disclosure;
- b. Is known to the other party or its Representatives at the time of disclosure;
- c. Is used or disclosed by either party with the prior written consent of the other party, to the extent of such consent;
- d. Becomes known to the receiving party or its Representatives from a source other than the Disclosing party without breach of this Agreement by that party and provided that such source is not known by the receiving party to be bound by confidentiality agreement with the Disclosing party; or
- e. Was developed independently by the receiving party or its Representatives without reference to Confidential Information.

2. Return of Documentation

Each party will upon reasonable written request, return or certify the destruction of, all documents or materials provided by the other party, as well as all notes, summaries, and any copies which either party possesses or at the direction of one party. A copy of the files may be maintained by the Recipient if needed to comply with their internal recordkeeping policies and practices, and/or including the storage and archiving practices for their related documentation, as long as it is maintained specifically for their internal use only.

3. Purpose of Information Disclosure

Both parties acknowledge that the use of such Confidential Information will be used only for the business herein contemplated and for no other purposes. Both parties are strictly prohibited from using the information covered by this Agreement for any other purpose.

4. Good Faith

Each party agrees to act in good faith towards the other in all matters to the Confidential Information covered herein.

5. Modification

Both parties agree that no modification or alternation of this Agreement shall be effective, unless in writing and signed by the respective parties.

6. Breach by Recipient

Both parties agree that in the event of a breach of this Agreement by Recipient, PRX may suffer irreparable harm, which may not be adequately compensated by monetary damages alone. Recipient, therefore, agrees that in the event of its breach or threatened breach of this Agreement, PRX may be entitled to injunctive and/or other preliminary or equitable relief in addition to any other remedies available at law.

7. Voluntary Agreement

The provisions of this Agreement and its legal effect have been fully explained to the parties, and each of the parties acknowledge that this Agreement is fair and equitable and

that it is being entered into voluntarily and that this Agreement is not executed by either party as a result of any duress or undue influence.

8. Governing Law

The laws of the State of New Jersey shall govern all matters affecting the interpretation of this Agreement and the rights of the parties hereto.

9. Validity of Provisions

If any provision of this Agreement is held to be invalid or unenforceable, all other provisions shall nevertheless continue to be in full force and effect.

IN WITNESS WHEREOF, the parties, by and through their duly authorized representative, have hereunto set their respective hands on the date first above written in this Agreement.

This Agreement is executed as of this 2nd day of February, 2021.

DGN PHARMACY d/b/a PERSONALRX

By: _____
LAWRENCE MARGOLIS, President

RECIPIENT

CITRIN COOPERMAN & COMPANY, LLP

By: _____
Name: John J. Donelli, Esq.
Title: General Counsel

Pollack, Bonnie

From: Pollack, Bonnie
Sent: Tuesday, March 2, 2021 3:30 PM
To: Daniel M. Stolz; Roseman, Matthew; Gregory Kinoian; Mo Bauer
Cc: Larry Margolis; Joseph S. Aboyoun
Subject: RE: HTH

I believe that they already did, but I will follow up.

Bonnie Pollack

Partner

Cullen and Dykman LLP

100 Quentin Roosevelt Boulevard

Garden City, New York 11530

T: 516.296.9143 | F: 516.357.3792

E: bpollack@cullenllp.com

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From: Daniel M. Stolz <DStolz@genovaburns.com>
Sent: Tuesday, March 2, 2021 4:30 PM
To: Roseman, Matthew <MRoseman@cullenllp.com>; Pollack, Bonnie <bpollack@cullenllp.com>; Gregory Kinoian <gkinoian@gmail.com>; Mo Bauer <msbauer@norris-law.com>
Cc: Larry Margolis <larsm66@gmail.com>; Joseph S. Aboyoun <jaboyoun@aboyoundobbs.com>
Subject: [EXTERNAL] RE: HTH

Ok, please have them sign a confidentiality agreement, providing that they will only share the information produced with your firm and Dr,. Mayla



Daniel M. Stolz, Esq.

110 Allen Rd., Suite 304, Basking Ridge, NJ 07920

Tel: 973.230.2095 | Fax: 973.533.1112

[Vcard](#) | [Bio](#) | [Website](#)

From: Roseman, Matthew <MRoseman@cullenllp.com>
Sent: Tuesday, March 2, 2021 3:44 PM
To: Daniel M. Stolz <DStolz@genovaburns.com>; Pollack, Bonnie <bpollack@cullenllp.com>; Gregory Kinoian <gkinoian@gmail.com>; Mo Bauer <msbauer@norris-law.com>
Subject: RE: HTH

Security Warning. This is an EXTERNAL email.

Dan, we have no issue with the potential conflict raised and we intend on continuing to use Citron Cooperman.
Regards
Matt Roseman

Matthew G. Roseman
Partner
Cullen and Dykman LLP
100 Quentin Roosevelt Boulevard
Garden City, New York 11530
T: 516.296.9106 | F: 516.357.3792
E: mroseman@cullenllp.com

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From: Daniel M. Stolz <DStolz@genovaburns.com>
Sent: Tuesday, March 2, 2021 3:38 PM
To: Pollack, Bonnie <bpollack@cullenllp.com>; Gregory Kinoian <gkinoian@gmail.com>; Mo Bauer <msbauer@norris-law.com>
Cc: Roseman, Matthew <MRoseman@cullenllp.com>
Subject: [EXTERNAL] RE: HTH

We hadn't done anything on this because of the issue I raised regarding Citron Cooperman. Never heard back from you on that.

Daniel M. Stolz, Esq.



110 Allen Rd., Suite 304, Basking Ridge, NJ 07920

Tel: 973.230.2095 | Fax: 973.533.1112

[Vcard](#) | [Bio](#) | [Website](#)

From: Pollack, Bonnie <bpollack@cullenllp.com>
Sent: Tuesday, March 2, 2021 3:06 PM
To: Daniel M. Stolz <DStolz@genovaburns.com>; Gregory Kinoian <gkinoian@gmail.com>; Mo Bauer <msbauer@norris-law.com>
Cc: Roseman, Matthew <MRoseman@cullenllp.com>
Subject: RE: HTH

Security Warning. This is an EXTERNAL email.

Good afternoon. Can you please advise of the status of this request. Thank you.

Bonnie Pollack

Partner

Cullen and Dykman LLP

100 Quentin Roosevelt Boulevard

Garden City, New York 11530

T: 516.296.9143 | F: 516.357.3792

E: bpollack@cullenllp.com

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From: Pollack, Bonnie

Sent: Tuesday, February 16, 2021 1:14 PM

To: 'Daniel M. Stolz' <DStolz@genovaburns.com>; 'Gregory Kinoian' <gkinoian@gmail.com>; Mo Bauer <msbauer@norris-law.com>

Cc: Roseman, Matthew <MRoseman@cullenllp.com>

Subject: HTH

Gentlemen- please see attached. Thank you.

Bonnie Pollack

Partner

Cullen and Dykman LLP

100 Quentin Roosevelt Boulevard

Garden City, New York 11530

T: 516.296.9143 | F: 516.357.3792

E: bpollack@cullenllp.com

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EXHIBIT E

Pollack, Bonnie

From: Pollack, Bonnie
Sent: Tuesday, March 16, 2021 10:00 AM
To: Daniel M. Stolz
Cc: Mo Bauer; Roseman, Matthew; Cheryl Fine; Larry Margolis
Subject: RE: HTH/PRX documents

First- it helps to get the email addresses correct. Both mine and Matt's are wrong.

Second- this is not a threat. It has been exactly one month since the request was sent. WE have been more than patient, and more than reasonable.

Third- I cannot imagine that PRX cannot do 2 things at once- compile its SEC reports and provide documents to us.








The deadline stands. Thank you.

Bonnie Pollack
Partner
Cullen and Dykman LLP
100 Quentin Roosevelt Boulevard
Garden City, New York 11530
T: 516.296.9143 | F: 516.357.3792
E: bpollack@cullenllp.com

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From: Daniel M. Stolz <DStolz@genovaburns.com>
Sent: Tuesday, March 16, 2021 9:51 AM
To: Pollack, Bonnie <bpollack@cullenllp.com>
Cc: Mo Bauer <msbauer@norris-law.com>; Roseman, Matthew <MRoseman@cullenllp.com>; Cheryl Fine <cheryl@personalrx.com>; Larry Margolis <larsm66@gmail.com>
Subject: [EXTERNAL] RE: HTH/PRX documents

No sure why you keep threatening us or setting arbitrary deadlines. I have confirmation from our client that access was sent to you and Matt, see below. We advised that our client is completing SEC reports which are time sensitive and we are producing documents on a rolling basis. There is no basis for a declaration of default and I am sure neither side wants to spend money on more litigation.

 clbbpollack@cullenllp.com
clbbpollack@cullenllp.com
 dstolz@genovaburns.com
dstolz@genovaburns.com
 kgaebel@citrincooperman.com
kgaebel@citrincooperman.com
 kyormark@citrincooperman.com
kyormark@citrincooperman.com
 Lawrence Margolis
larry@personalrx.com
 mroseman@cullenllp.com
mroseman@cullenllp.com
 mveytsmanh@citrincooperman.com
mveytsmanh@citrincooperman.com

Daniel M. Stolz, Esq.



110 Allen Rd., Suite 304, Basking Ridge, NJ 07920

Tel: 973.230.2095 | Fax: 973.533.1112

[Vcard](#) | [Bio](#) | [Website](#)

From: Pollack, Bonnie <bpollack@cullenllp.com>
Sent: Tuesday, March 16, 2021 9:44 AM
To: Daniel M. Stolz <DStolz@genovaburns.com>
Cc: Mo Bauer <msbauer@norris-law.com>; Roseman, Matthew <MRoseman@cullenllp.com>
Subject: HTH/PRX documents

Security Warning. This is an EXTERNAL email.

Dan- we have several issues with PRX's production of the documents requested.

1. First, as a technical point, you used the wrong email for one of the Citron folk. It should be Mveytsman@citroncooperman.com. Please resend to her.
2. Second, I am STILL waiting for the access for Matt and myself. It keeps being ignored.
3. Third, the only documents that were provided at 5 pm yesterday to Citron were general ledgers, balance sheets and P&L's for 2017 – 2020 (2019 and 2020 of which were drafts). This is woefully inadequate (and not to mention, it should not have taken nearly as long as it did to produce these documents).

Unless (a) we ALL receive access this morning, and (ii) the remaining documents are received by 5 pm tomorrow, we will consider it a default under the stipulation and will act accordingly.

Thank you.

Bonnie Pollack

Partner

Cullen and Dykman LLP

100 Quentin Roosevelt Boulevard

Garden City, New York 11530

T: 516.296.9143 | F: 516.357.3792

E: bpollack@cullenllp.com

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Pollack, Bonnie

From: Pollack, Bonnie
Sent: Tuesday, March 16, 2021 9:44 AM
To: Daniel M. Stolz
Cc: Mo Bauer; Roseman, Matthew
Subject: HTH/PRX documents

Dan- we have several issues with PRX's production of the documents requested.

1. First, as a technical point, you used the wrong email for one of the Citron folk. It should be Mveytsman@citroncooperman.com. Please resend to her.
2. Second, I am STILL waiting for the access for Matt and myself. It keeps being ignored.
3. Third, the only documents that were provided at 5 pm yesterday to Citron were general ledgers, balance sheets and P&L's for 2017 – 2020 (2019 and 2020 of which were drafts). This is woefully inadequate (and not to mention, it should not have taken nearly as long as it did to produce these documents).

Unless (a) we ALL receive access this morning, and (ii) the remaining documents are received by 5 pm tomorrow, we will consider it a default under the stipulation and will act accordingly.

Thank you.

Bonnie Pollack

Partner

Cullen and Dykman LLP

100 Quentin Roosevelt Boulevard

Garden City, New York 11530

T: 516.296.9143 | F: 516.357.3792

E: bpollack@cullenllp.com

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Subject: RE: [EXTERNAL]
Date: Tuesday, March 16, 2021 at 9:12:04 AM Eastern Daylight Time
From: Ken Yormark
To: Pollack, Bonnie
Attachments: image001.jpg, image002.jpg, image003.png

We got access at 4:49 yesterday. We received general ledgers, balance sheets and P&I's for 2017 – 2020 .
Also, just to note - the documents provided for 2019 and 2020 are draft.

They used the wrong email address for Maryann. It is Mveytsman@citrincooperman.com

From: Ken Yormark
Sent: Monday, March 15, 2021 7:11 PM
To: 'Pollack, Bonnie' <bpollack@cullenllp.com>
Subject: RE: [EXTERNAL]

I have not seen anything to give me access.

From: Pollack, Bonnie <bpollack@cullenllp.com>
Sent: Monday, March 15, 2021 4:46 PM
To: Ken Yormark <kyormark@citrincooperman.com>
Subject: RE: [EXTERNAL]

Ken- did you get access yet?

Bonnie Pollack
Partner
Cullen and Dykman LLP
100 Quentin Roosevelt Boulevard
Garden City, New York 11530
T: 516.296.9143 | F: 516.357.3792
E: bpollack@cullenllp.com

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From: Ken Yormark <kyormark@citrincooperman.com>
Sent: Monday, March 15, 2021 11:54 AM
To: Pollack, Bonnie <bpollack@cullenllp.com>; Daniel M. Stolz <DStolz@genovaburns.com>
Cc: Larry Margolis <larsm66@gmail.com>; Cheryl Fine <cheryl@personalrx.com>; mbauer@nmmlaw.com;
Roseman, Matthew <MRoseman@cullenllp.com>
Subject: RE: [EXTERNAL]

The following 3 Citrin folks will need access:

Maryann Veytsman mveytsman@citrincooperman.com
Katerina Gaebel kgaebel@citrincooperman.com
Ken Yormark kyormark@citrincooperman.com

KEN YORMARK, CPA, CFE, CFF, CAMS
Partner, Practice Leader – Forensic and Litigation Services
DIRECT 347.505.6350 | **MOBILE** 203.912.5295
529 FIFTH AVENUE, NEW YORK, NY 10017

[Click Here](#) to send me files securely
kyormark@citrincooperman.com | CITRINCOOPERMAN.COM

AN INDEPENDENT FIRM ASSOCIATED WITH MOORE STEPHENS

Any conclusions reached in this e-mail or any of its attachments are based on stated facts and current tax law. Any change in facts or current tax law can have a significant impact on the conclusions reached.

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From: Pollack, Bonnie <bpollack@cullenllp.com>
Sent: Monday, March 15, 2021 11:43 AM
To: Daniel M. Stolz <DStolz@genovaburns.com>
Cc: Larry Margolis <larsm66@gmail.com>; Cheryl Fine <cheryl@personalrx.com>; mbauer@nmmlaw.com;
Ken Yormark <kyormark@citrincooperman.com>; Roseman, Matthew <MRoseman@cullenllp.com>
Subject: Re: [EXTERNAL]

Dan- I already provided their contact information (see attached). Please also send us access as well. Thanks.

Bonnie Pollack
Partner

Cullen and Dykman LLP
100 Quentin Roosevelt Boulevard
Garden City, New York 11530
T: 516.296.9143
E: bpollack@cullenllp.com

From: "Daniel M. Stolz" <DStolz@genovaburns.com>
Date: Monday, March 15, 2021 at 11:16 AM
To: "Pollack, Bonnie" <bpollack@cullenllp.com>
Cc: Larry Margolis <larsm66@gmail.com>, Cheryl Fine <cheryl@personalrx.com>, "MBauer@nmmlaw.com" <mbauer@nmmlaw.com>
Subject: [EXTERNAL]

We have assembled much of the financial information requested, which is in passcode restricted form. Please identify who at Citron will be reviewing and we will arrange for them to get access.

Daniel M. Stolz, Esq.



Partner & Chair Bankruptcy, Reorganization and Creditor's Rights

110 Allen Rd., Suite 304, Basking Ridge, NJ 07920

Tel: 973.230.2095 | Fax: 973.533.1112

[Vcard](#) | [Bio](#) | [Website](#)

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Pollack, Bonnie

From: Pollack, Bonnie
Sent: Tuesday, March 16, 2021 6:50 AM
To: Daniel M. Stolz
Cc: Ken Yormark; Larry Margolis; Cheryl Fine; MBauer@nmmlaw.com; Roseman, Matthew
Subject: Re: [EXTERNAL]

Dan- I will check with Ken. In the meantime, and for the 4th time now, Matt and I need access. Please provide by 10 am. If there is an issue, please respond, but it is not helping to continue to ignore that. Thank you.

Sent from my iPhone

On Mar 15, 2021, at 10:29 PM, Daniel M. Stolz <DStolz@genovaburns.com> wrote:

<image005.png>

Daniel M. Stolz, Esq.

110 Allen Rd., Suite 304, Basking Ridge, NJ 07920

<image006.png>

Tel: 973.230.2095 | Fax: 973.533.1112

[Vcard](#) | [Bio](#) | [Website](#)

From: Pollack, Bonnie <bpollack@cullenllp.com>
Sent: Monday, March 15, 2021 10:23 PM
To: Daniel M. Stolz <DStolz@genovaburns.com>
Cc: Ken Yormark <kyormark@citrincooperman.com>; Larry Margolis <larsm66@gmail.com>; Cheryl Fine <cheryl@personalrx.com>; MBauer@nmmlaw.com; Roseman, Matthew <MRoseman@cullenllp.com>
Subject: Re: [EXTERNAL]

Security Warning. This is an EXTERNAL email.

I am told that is not correct. Please check in the morning and confirm. Additionally we need access as well.

Sent from my iPhone

On Mar 15, 2021, at 10:16 PM, Daniel M. Stolz <DStolz@genovaburns.com> wrote:

Access was provided to the 3 designated individuals at Citron.

Daniel M. Stolz, Esq.

110 Allen Rd., Suite 304, Basking Ridge, NJ 07920

Tel: 973.230.2095 | Fax: 973.533.1112

[Vcard](#) | [Bio](#) | [Website](#)

<image001.png>

From: Pollack, Bonnie <bpollack@cullenllp.com>
Sent: Monday, March 15, 2021 8:06 PM
To: Ken Yormark <kyormark@citrincooperman.com>; Daniel M. Stolz
<DStolz@genovaburns.com>
Cc: Larry Margolis <larsm66@gmail.com>; Cheryl Fine <cheryl@personalrx.com>;
mbauer@nmmlaw.com; Roseman, Matthew <MRoseman@cullenllp.com>
Subject: Re: [EXTERNAL]

Security Warning. This is an EXTERNAL email.

Dan- no one has gotten access to the documents yet. There is no reason for the delay.
Please have access given to everyone on Ken's list as well as to Matt and myself
tomorrow morning. Thank you.

Bonnie Pollack
Partner
Cullen and Dykman LLP
100 Quentin Roosevelt Boulevard
Garden City, New York 11530
T: 516.296.9143
E: bpollack@cullenllp.com

From: Ken Yormark <kyormark@citrincooperman.com>
Date: Monday, March 15, 2021 at 11:54 AM
To: "Pollack, Bonnie" <bpollack@cullenllp.com>, "Daniel M. Stolz"
<DStolz@genovaburns.com>
Cc: Larry Margolis <larsm66@gmail.com>, Cheryl Fine <cheryl@personalrx.com>,
"MBauer@nmmlaw.com" <mbauer@nmmlaw.com>, "Roseman, Matthew"
<MRoseman@cullenllp.com>
Subject: RE: [EXTERNAL]

The following 3 Citrin folks will need access:
Maryann Veytsman mveytsman@citrincooperman.com
Katerina Gaebel kgaebel@citrincooperman.com
Ken Yormark kyormark@citrincooperman.com



KEN YORMARK, CPA, CFE, CFF, CAMS
Partner, Practice Leader – Forensic and Litigation Services
DIRECT 347.505.6350 | **MOBILE** 203.912.5295
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kyormark@citrincooperman.com | CITRINCOOPERMAN.COM



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From: Pollack, Bonnie <bpollack@cullenllp.com>
Sent: Monday, March 15, 2021 11:43 AM
To: Daniel M. Stolz <DStolz@genovaburns.com>
Cc: Larry Margolis <larsm66@gmail.com>; Cheryl Fine <cheryl@personalrx.com>;
mbauer@nmmlaw.com; Ken Yormark <kyormark@citrincooperman.com>; Roseman,
Matthew <MRoseman@cullenllp.com>
Subject: Re: [EXTERNAL]

Dan- I already provided their contact information (see attached). Please also send us access as well. Thanks.

Bonnie Pollack
Partner
Cullen and Dykman LLP
100 Quentin Roosevelt Boulevard
Garden City, New York 11530
T: 516.296.9143
E: bpollack@cullenllp.com

From: "Daniel M. Stolz" <DStolz@genovaburns.com>
Date: Monday, March 15, 2021 at 11:16 AM
To: "Pollack, Bonnie" <bpollack@cullenllp.com>
Cc: Larry Margolis <larsm66@gmail.com>, Cheryl Fine <cheryl@personalrx.com>,
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Daniel M. Stolz, Esq.

Partner & Chair Bankruptcy, Reorganization and Creditor's Rights

<image004.png>

110 Allen Rd., Suite 304, Basking Ridge, NJ 07920

Tel: 973.230.2095 | Fax: 973.533.1112

[Vcard](#) | [Bio](#) | [Website](#)

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Pollack, Bonnie

From: Pollack, Bonnie
Sent: Monday, March 15, 2021 10:23 PM
To: Daniel M. Stolz
Cc: Ken Yormark; Larry Margolis; Cheryl Fine; MBauer@nmmlaw.com; Roseman, Matthew
Subject: Re: [EXTERNAL]

I am told that is not correct. Please check in the morning and confirm. Additionally we need access as well.

Sent from my iPhone

On Mar 15, 2021, at 10:16 PM, Daniel M. Stolz <DStolz@genovaburns.com> wrote:

Access was provided to the 3 designated individuals at Citron.

Daniel M. Stolz, Esq.

110 Allen Rd., Suite 304, Basking Ridge, NJ 07920

<image001.png>

Tel: 973.230.2095 | Fax: 973.533.1112

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From: Pollack, Bonnie <bpollack@cullenllp.com>
Sent: Monday, March 15, 2021 8:06 PM
To: Ken Yormark <kyormark@citrincooperman.com>; Daniel M. Stolz <DStolz@genovaburns.com>
Cc: Larry Margolis <larsm66@gmail.com>; Cheryl Fine <cheryl@personalrx.com>; mbauer@nmmlaw.com; Roseman, Matthew <MRoseman@cullenllp.com>
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Subject: RE: [EXTERNAL]

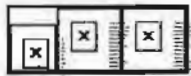
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Partner & Chair Bankruptcy, Reorganization and Creditor's Rights

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Pollack, Bonnie

From: Pollack, Bonnie
Sent: Monday, March 15, 2021 11:55 AM
To: Ken Yormark; Daniel M. Stolz
Cc: Larry Margolis; Cheryl Fine; mbauer@nmmlaw.com; Roseman, Matthew
Subject: Re: [EXTERNAL]

Thanks Ken. Cheryl, myself and Matt Roseman need it as well. Thank you,

Bonnie Pollack
Partner
Cullen and Dykman LLP
100 Quentin Roosevelt Boulevard
Garden City, New York 11530
T: 516.296.9143
E: bpollack@cullenllp.com

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Date: Monday, March 15, 2021 at 11:54 AM
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Cc: Larry Margolis <larsm66@gmail.com>, Cheryl Fine <cheryl@personalrx.com>, "MBauer@nmmlaw.com" <mbauer@nmmlaw.com>, "Roseman, Matthew" <MRoseman@cullenllp.com>
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From: "Daniel M. Stolz" <DStolz@genovaburns.com>
Date: Monday, March 15, 2021 at 11:16 AM
To: "Pollack, Bonnie" <bpollack@cullenllp.com>
Cc: Larry Margolis <larsm66@gmail.com>, Cheryl Fine <cheryl@personalrx.com>, "MBauer@nmmlaw.com" <mbauer@nmmlaw.com>
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Partner & Chair Bankruptcy, Reorganization and Creditor's Rights

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Subject: RE: [EXTERNAL]
Date: Monday, March 15, 2021 at 10:15:58 PM Eastern Daylight Time
From: Daniel M. Stolz
To: Pollack, Bonnie, Ken Yormark
CC: Larry Margolis, Cheryl Fine, mbauer@nmmlaw.com, Roseman, Matthew
Attachments: image004.png, image001.png

Access was provided to the 3 designated individuals at Citron.



Daniel M. Stolz, Esq.

110 Allen Rd., Suite 304, Basking Ridge, NJ 07920
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Cc: Larry Margolis <larsm66@gmail.com>, Cheryl Fine <cheryl@personalrx.com>,
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Subject: RE: [EXTERNAL]
Date: Monday, March 15, 2021 at 7:10:50 PM Eastern Daylight Time
From: Ken Yormark
To: Pollack, Bonnie
Attachments: image002.jpg, image004.jpg, image005.png

I have not seen anything to give me access.

From: Pollack, Bonnie <bpollack@cullenllp.com>
Sent: Monday, March 15, 2021 4:46 PM
To: Ken Yormark <kyormark@citrincooperman.com>
Subject: RE: [EXTERNAL]

Ken- did you get access yet?

Bonnie Pollack
Partner
Cullen and Dykman LLP
100 Quentin Roosevelt Boulevard
Garden City, New York 11530
T: 516.296.9143 | F: 516.357.3792
E: bpollack@cullenllp.com

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[REDACTED]

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Subject: RE: [EXTERNAL]
Date: Monday, March 15, 2021 at 11:54:11 AM Eastern Daylight Time
From: Ken Yormark
To: Pollack, Bonnie, Daniel M. Stolz
CC: Larry Margolis, Cheryl Fine, mbauer@nmmlaw.com, Roseman, Matthew
Attachments: image001.png

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Citrin Cooperman

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T: 516.296.9143

E: bpollack@cullenllp.com

From: "Daniel M. Stolz" <DStolz@genovaburns.com>

Date: Monday, March 15, 2021 at 11:16 AM

To: "Pollack, Bonnie" <bpollack@cullenllp.com>

Cc: Larry Margolis <larsm66@gmail.com>, Cheryl Fine <cheryl@personalrx.com>,
"MBauer@nmmlaw.com" <mbauer@nmmlaw.com>

Subject: [EXTERNAL]

We have assembled much of the financial information requested, which is in passcode restricted form. Please identify who at Citron will be reviewing and we will arrange for them to get access.

Daniel M. Stolz, Esq.



Partner & Chair Bankruptcy, Reorganization and Creditor's Rights

110 Allen Rd., Suite 304, Basking Ridge, NJ 07920

Tel: 973.230.2095 | Fax: 973.533.1112

[Vcard](#) | [Bio](#) | [Website](#)

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Pollack, Bonnie

From: Pollack, Bonnie
Sent: Thursday, March 11, 2021 3:34 PM
To: Daniel M. Stolz
Cc: Roseman, Matthew; Mo Bauer
Subject: HTH

Dan- what is the status of our document request? Please advise. Thanks.

Bonnie Pollack
Partner
Cullen and Dykman LLP
100 Quentin Roosevelt Boulevard
Garden City, New York 11530
T: 516.296.9143
E: bpollack@cullenllp.com

Pollack, Bonnie

From: Pollack, Bonnie
Sent: Tuesday, March 2, 2021 2:06 PM
To: Daniel M. Stolz; Gregory Kinoian; Mo Bauer
Cc: Roseman, Matthew
Subject: RE: HTH

Good afternoon. Can you please advise of the status of this request. Thank you.

Bonnie Pollack
Partner
Cullen and Dykman LLP
100 Quentin Roosevelt Boulevard
Garden City, New York 11530
T: 516.296.9143 | F: 516.357.3792
E: bpollack@cullenllp.com

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From: Pollack, Bonnie
Sent: Tuesday, February 16, 2021 1:14 PM
To: 'Daniel M. Stolz' <DStolz@genovaburns.com>; 'Gregory Kinoian' <gkinoian@gmail.com>; Mo Bauer <msbauer@norris-law.com>
Cc: Roseman, Matthew <MRoseman@cullenllp.com>
Subject: HTH

Gentlemen- please see attached. Thank you.

Bonnie Pollack
Partner
Cullen and Dykman LLP
100 Quentin Roosevelt Boulevard
Garden City, New York 11530
T: 516.296.9143 | F: 516.357.3792
E: bpollack@cullenllp.com

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EXHIBIT F

Pollack, Bonnie

From: Pollack, Bonnie
Sent: Tuesday, April 6, 2021 12:23 PM
To: Daniel M. Stolz
Cc: Mo Bauer; Roseman, Matthew
Subject: FW: Audit Documents
Attachments: 2021.03.30 - PersonalRX Follow-Up Document Request.pdf

Dan- please see below and attached and advise as to when we can expect the remaining documents, and whether they can be uploaded to Citron's secure site. Thank you.

Bonnie Pollack

Partner

Cullen and Dykman LLP

100 Quentin Roosevelt Boulevard

Garden City, New York 11530

T: 516.296.9143 | F: 516.357.3792

E: bpollack@cullenllp.com

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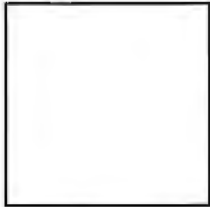
From: Maryann N. Veytsman <mveytsman@citrincooperman.com>
Sent: Tuesday, March 30, 2021 10:14 AM
To: Pollack, Bonnie <bpollack@cullenllp.com>; Ken Yormark <kyormark@citrincooperman.com>
Cc: Roseman, Matthew <MRoseman@cullenllp.com>; Katerina Gaebel <kgael@citrincooperman.com>
Subject: [EXTERNAL] RE: Audit Documents

Hi –

Attached is our updated document request list based on the documents provided to date. If there are no comments in red, then the item is still open. If some items were provided related to a request, we've included what was received and what is still outstanding in red. It appears that the general ledger information is in QuickBooks and if so, it would be quicker and more efficient if they could provide us with the QuickBooks back-up file because then we'd have access to annual general ledger information (they provided monthly information which will have to be combined) and items such as the aged receivables and payables reports and top customers, etc. that they would not have to provide separately.

In addition, we would like to request that they upload files to our secure site if possible especially as they are uploading bank statements, etc. Please let us know if we can provide the site and everyone can have access to the folder and documents.

Thank you,
Maryann



MARYANN N. VEYTSMAN, Esq., CPA, CFF
Director, Forensic, Litigation & Valuation Services
TEL 212.697.1000 x1589 | **FAX** 212.697.1004
529 FIFTH AVENUE, NEW YORK, NY 10017

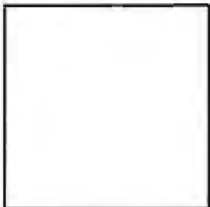
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From: Pollack, Bonnie <bpollack@cullenllp.com>
Sent: Monday, March 29, 2021 9:54 AM
To: Ken Yormark <kyormark@citrincooperman.com>; Maryann N. Veytsman <mveytsman@citrincooperman.com>
Cc: Roseman, Matthew <MRoseman@cullenllp.com>
Subject: FW: Audit Docuemtns

FYI

Bonnie Pollack

Partner

Cullen and Dykman LLP

100 Quentin Roosevelt Boulevard

Garden City, New York 11530

T: 516.296.9143 | F: 516.357.3792

E: bpollack@cullenllp.com

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From: Daniel M. Stolz <DStolz@genovaburns.com>

Sent: Monday, March 29, 2021 9:52 AM

To: Pollack, Bonnie <bpollack@cullenllp.com>

Subject: [EXTERNAL] FW: Audit Docuemtns



Daniel M. Stolz, Esq.

110 Allen Rd., Suite 304, Basking Ridge, NJ 07920

Tel: 973.230.2095 | Fax: 973.533.1112

[Vcard](#) | [Bio](#) | [Website](#)

From: Cheryl Fine <cheryl@personalrx.com>

Sent: Monday, March 29, 2021 9:42 AM

To: Daniel M. Stolz <DStolz@genovaburns.com>; mbauer@norris-law.com

Subject: Audit Docuemtns

Security Warning. This is an EXTERNAL email.

Good Morning Dan and Mo.

Attached is a list of all documents uploaded to the drive so far. For the financials if there is a Y next to it it is uploaded, for bank accounts If there is a year next to the last four of the bank account then those have been uploaded as well. I will continue to add documents on an ongoing basis.

Cheryl

--



Cheryl Fine

Controller-Director of Talent

Office 201.430.7300 | **Direct** 201.623.3881 | **Fax** 201.334.0700
20 Murray Hill Parkway, Suite 210
East Rutherford, NJ 07073

PersonalRX.com

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FOLLOW-UP DOCUMENT REQUEST LIST

Please see below for the outstanding documents as of March 30, 2021 for DGN Pharmacy Inc. DBA PersonalRX ("DGN") and Health Tech Harbor Inc. ("HTH") (collectively, the "Companies"). Please provide the following outstanding documents for the Companies.

Please provide all data in electronic format (i.e., Excel, Word, PDF, etc.) for the period of January 1, 2016 through December 31, 2020.

As our analysis progresses, additional documents may be requested.

1. The financial information provided to date appears to be extracted from QuickBooks. Please provide a QuickBooks backup as of current for the Companies.

2. Organizational chart of the Companies and all related entities.

Outstanding

- **Organizational chart of the Companies and all related entities, including ownership percentages.**

Received

- **We received a document named "Investor Binder 10_20_2017". This document includes a basic corporate structure of HTH.**

3. Accrual or cash based financial statements, including all supplementary statements and schedules for the Companies.

Outstanding

- **DGN financial statements for the years ended December 31, 2016, 2017 and 2020.**
- **HTH financial statements for the year ended December 31, 2016.**

Received

- **We received the following for DGN:**
 - i. **Unaudited financial statements as of December 31, 2018 and 2019;**
 - ii. **Draft accrual basis balance sheet as of December 31, 2020; and**
 - iii. **Draft profit and loss statement for the month ended January 31, 2021.**
- **We received the following for HTH:**
 - i. **Accrual basis balance sheets for the years ended December 31, 2017 through 2020;¹ and**
 - ii. **Accrual basis profit and loss statements for the years ended December 31, 2017 through 2020.¹**

4. Federal tax returns, including all supplementary statements and schedules for the Companies.

5. Copies of any forecasts, budgets, projections or business plans.

6. Copies of any operating agreements or management agreements.

7. Detailed general ledgers, in electronic format.²

Outstanding

- **DGN general ledgers for the period of May 1, 2016 through May 31, 2016 and January 1, 2020 through December 31, 2020.**
- **HTH general ledger for the period of January 1, 2016 through December 31, 2016.**

Received

- DGN general ledgers for the period of January 1, 2016 through April 30, 2016 and June 1, 2016 through December 31, 2019.
- HTH general ledgers for the period of January 1, 2017 through December 31, 2020.¹

8. A listing of all bank accounts.

Outstanding

- Confirm all bank accounts for DGN and HTH.

Received

- Listing of all banks for DGN and HTH.

9. Bank statements for all accounts, including copies of canceled checks, wire transfers and deposit details.

Outstanding

- DGN bank statements for the following accounts, including all check copies and deposit details:
 - i. Bank of America account ending '9578 for the period of January 1, 2016 through December 31, 2020, if open prior to February 2021.
 - ii. Valley account ending '1425 for the period of January 1, 2016 through December 31, 2020.
- HTH bank statements for following accounts, including all check copies and deposit details:
 - i. Chase account ending '2229 for the period of April 1, 2018 through May 31, 2018 and January 1, 2020 through December 31, 2020.
 - ii. Chase account ending '9032 for the period of October 1, 2020 through December 31, 2020.
- All check copies and deposit details for bank statements listed as received below.

Received

- DGN bank statements for the following accounts, excluding all check copies and deposit details:
 - i. Bank of America account ending '9578 for the period of February 1, 2021 through February 28, 2021.
 - ii. Chase account ending '3393 for the period of August 5, 2016 through February 26, 2021.
 - iii. Valley account ending '1425 for the period of January 1, 2021 through February 26, 2021.
- HTH bank statements for following accounts, excluding all check copies and deposit details:
 - i. Chase account ending '2229 for the period of October 13, 2017 through March 31, 2018 and June 1, 2018 through December 31, 2019.
 - ii. Chase account ending '9032 for the period of October 13, 2017 through September 2020 and January 1, 2021 through February 26, 2021.

10. A list of each Companies' top 10 customers, and the amount of sales for each.

11. A list of each Companies' top 10 vendors/suppliers, and the amount of purchases for each.

12. Aged accounts receivable as of December 31, 2020.

Outstanding

- DGN aged accounts receivable as of December 31, 2020.
- HTH aged accounts receivable as of December 31, 2020.

Received

- "Patient Pay" accounts receivable aging.
- "PBM" accounts receivable aging.

13. Aged accounts payable summary as of December 31, 2020.

Outstanding

- DGN aged accounts payable as of December 31, 2020.
- HTH aged accounts payable as of December 31, 2020.

Received

- DGN aged accounts payable as of January 31, 2021.

14. Schedule of officers' and/or owners' compensation for each year.

15. Transaction details, schedules and supporting documentation regarding transactions with related parties, including officer loans, for each year.

16. A listing of notes payable and other interest bearing debt, along with copies of the note/debt agreements.

Received

- Convertible Promissory Notes for various individuals from 2017 through 2020.

17. Copies of any major sale or purchase contracts.

18. Copies of all agreements, expenses, and payments related to the PRX software.

Received

- Sales invoices from ORSEC Technologies for the period of August 27, 2018 through February 15, 2021.

¹ The HTH 2019 and 2020 balance sheets, profit and loss statements, and general ledgers were provided in a draft form.

² Please provide this data on a USB drive, or other compatible media, along with the required login and password information. The fully-detailed general ledger in its exported format shall contain all company financial transactions, encompassing postings from all sources of business activity, business records, all original source journals, and other data sources, including but not limited to cash receipts/cash deposits, cash disbursements/cash withdrawals, sales journals/sales invoices, purchase journals/purchase invoices, petty cash journals/petty cash expenses, payroll journals/company payroll records, and accounts receivable/payable subsidiary ledgers, broken out by Account Number and Name, Transaction Date, Journal Entry Number, Audit Trail, Distribution Reference/Transaction Description, Original Master Number/Source Journal, Deposit or Check Number, Original Master Name/Customer or Vendor, with Beginning Account Balance, all Debits and Credits, and Ending Account Balances.

EXHIBIT G

Pollack, Bonnie

From: Maryann N. Veytsman <mveytsman@citrincooperman.com>
Sent: Monday, May 3, 2021 1:49 PM
To: Pollack, Bonnie
Subject: [EXTERNAL] FW: FW: HTH - Invitation to collaborate

From: Maryann N. Veytsman
Sent: Monday, May 3, 2021 12:41 PM
To: 'Cheryl Fine' <cheryl@personalrx.com>
Cc: Katerina Gaebel <kgael@citrincooperman.com>
Subject: RE: FW: HTH - Invitation to collaborate

Hi Cheryl,

I hope you had a nice weekend. Just following up on the documents being uploaded to the below secure link.

Please let me know – thanks!

From: Maryann N. Veytsman
Sent: Thursday, April 29, 2021 1:57 PM
To: 'Cheryl Fine' <cheryl@personalrx.com>
Cc: Katerina Gaebel <kgael@citrincooperman.com>
Subject: RE: FW: HTH - Invitation to collaborate

Hi Cheryl,

I do not have access to download the files from a google drive as it is not secure. I can view the folders in general, but I cannot download them. Our system will not allow us to download documents from a drive that is unsecure – such as google drive.

Can you upload the files to the secure link provided below?

Thank you and much appreciated!

Maryann

From: Cheryl Fine <cheryl@personalrx.com>
Sent: Thursday, April 29, 2021 1:54 PM
To: Maryann N. Veytsman <mveytsman@citrincooperman.com>
Cc: Katerina Gaebel <kgael@citrincooperman.com>
Subject: Re: FW: HTH - Invitation to collaborate

Hi Maryann,

I just checked you have access to everything, you should be able to look at it all for both companies.

Cheryl

On Thu, Apr 29, 2021 at 1:49 PM Maryann N. Veytsman <mveytsman@citrincooperman.com> wrote:

Hi Cheryl,

Can you upload the files to the link below? It's telling me the google drive is not secure and our system won't let me continue to download from there.

<https://citrincoopermanpoc.sharefile.com/r-r81d5cccf2f00421980f0a357208ed8e4>

I can tell you what folders I was able to download if that's easier:

- DGN:
 - o 3393 bank statements
 - o General ledger
 - o Software
- HTH
 - o 2229 Bank statements
 - o 9302 bank statements
 - o Balance sheets
 - o General ledger
 - o Notes
 - o P&L

Thank you,

Maryann

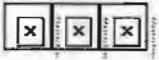


MARYANN N. VEYTSMAN, Esq., CPA, CFF
Director, Forensic, Litigation & Valuation Services
TEL 212.697.1000 x1589 | FAX 212.697.1004
529 FIFTH AVENUE, NEW YORK, NY 10017

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From: Cheryl Fine (via Google Drive) <drive-shares-noreply@google.com>

Sent: Wednesday, March 24, 2021 4:10 PM

To: Maryann N. Veytsman <mveytsman@citrincooperman.com>

Subject: HTH - Invitation to collaborate

cheryl@personalrx.com has invited you to **contribute to** the following shared folder:



HTH



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Cheryl Fine
Controller-Director of Talent

Office 201.430.7300 | **Direct** 201.623.3881 | **Fax** 201.334.0700
20 Murray Hill Parkway, Suite 210
East Rutherford, NJ 07073

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Pollack, Bonnie

From: Maryann N. Veytsman <mveytsman@citrincooperman.com>
Sent: Monday, May 3, 2021 1:49 PM
To: Pollack, Bonnie
Subject: [EXTERNAL] FW: FW: HTH - Invitation to collaborate

From: Maryann N. Veytsman
Sent: Friday, April 30, 2021 1:25 PM
To: 'Cheryl Fine' <cheryl@personalrx.com>
Subject: RE: FW: HTH - Invitation to collaborate

Hi Cheryl,

If Larry needs to speak to someone in our IT department to discuss please let me know. Otherwise, the link sent below is secure, especially as you are providing bank statement and account details. It's the secure link we use to upload and download documents.

Thanks,
Maryann

From: Cheryl Fine <cheryl@personalrx.com>
Sent: Friday, April 30, 2021 1:19 PM
To: Maryann N. Veytsman <mveytsman@citrincooperman.com>
Subject: Re: FW: HTH - Invitation to collaborate

Hi Maryann,

I am not in the office today, and I am waiting to hear back from Larry Margolis regarding our security protocols.

Cheryl

On Fri, Apr 30, 2021 at 12:37 PM Maryann N. Veytsman <mveytsman@citrincooperman.com> wrote:

Hi Cheryl,

Following up on the below.

Thanks!

Maryann

From: Maryann N. Veytsman
Sent: Thursday, April 29, 2021 1:57 PM
To: 'Cheryl Fine' <cheryl@personalrx.com>
Cc: Katerina Gaebel <kgaebel@citrincooperman.com>
Subject: RE: FW: HTH - Invitation to collaborate

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Maryann

From: Cheryl Fine <cheryl@personalrx.com>
Sent: Thursday, April 29, 2021 1:54 PM
To: Maryann N. Veytsman <mveytsman@citrincooperman.com>
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- Software

- HTH

- 2229 Bank statements
- 9302 bank statements
- Balance sheets
- General ledger
- Notes
- P&L

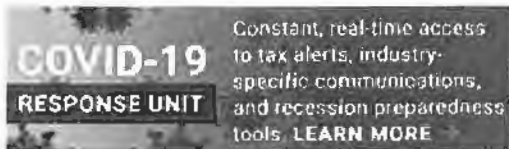
Thank you,

Maryann



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Director, Forensic, Litigation & Valuation Services
TEL 212.697.1000 x1589 | **FAX** 212.697.1004
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From: Cheryl Fine (via Google Drive) <drive-shares-noreply@google.com>

Sent: Wednesday, March 24, 2021 4:10 PM

To: Maryann N. Veytsman <mveytsman@citrincooperman.com>

Subject: HTH - Invitation to collaborate

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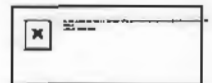
HTH



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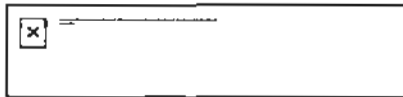
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Cheryl Fine
Controller-Director of Talent

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Cheryl Fine
Controller-Director of Talent

Office 201.430.7300 | **Direct** 201.623.3881 | **Fax** 201.334.0700
20 Murray Hill Parkway, Suite 210
East Rutherford, NJ 07073

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EXHIBIT H

Pollack, Bonnie

From: Pollack, Bonnie
Sent: Thursday, March 18, 2021 10:48 AM
To: Daniel M. Stolz; Gregory Kinoian; Mo Bauer
Cc: Roseman, Matthew
Subject: HTH/PRX
Attachments: 20210318103409.pdf

Good morning. Please see attached. Thank you.

Bonnie Pollack
Partner
Cullen and Dykman LLP
100 Quentin Roosevelt Boulevard
Garden City, New York 11530
T: 516.296.9143 | F: 516.357.3792
E: bpollack@cullenllp.com

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Cullen and Dykman LLP
Garden City Center
100 Quentin Roosevelt Boulevard
Garden City, NY 11530
T: 516.357.3700
F: 516.357.3792

Bonnie L. Pollack
PARTNER
Direct: 516-296-9143
E-mail bpollack@cullenllp.com

March 18, 2021

Via Email

Daniel M. Stolz, Esq.
Genova Burns LLC
110 Allen Road, Suite 304
Basking Ridge, NJ 07920

Morris S. Bauer, Esq.
Norris McLaughlin, P.A.
400 Crossing Boulevard, 8th Floor
Bridgewater, NJ 08807-5933

Gregory S. Kinoian, Esq.
Gregory Kinoian Law LLC
77 Bloomfield Avenue
Pine Brook, NJ 07058

Re: In re Health Tech Harbor, Inc.
Chapter 7 Case No. 20-19017 (RG)

Gentlemen:

Reference is made to the Stipulation Resolving Motion to Dismiss Involuntary Petition (the "Stipulation") dated January 20, 2021¹, approved by the Bankruptcy Court by order dated January 21, 2021. Pursuant to paragraph 5 of the Stipulation, HTH and PRX are required to cooperate with the reasonable requests of the forensic accountant for the Petitioning Creditors, and are required to provide full access to all financial records of their respective companies. By letter dated February 16, 2021 (the "February 16 Request"), the Petitioning Creditors' forensic accountants made a request for financial documents of HTH and PRX in accordance with the Stipulation. Despite the passage of more than one month since the February 16 request and despite several additional written requests, the vast majority of the February 16 Request remains outstanding and HTH and PRX are therefore in default of the Stipulation. Furthermore, the alleged reason for same, the assistance of PRX in the preparation of certain SEC filings, does not constitute an adequate explanation for the default. To the best of the knowledge of the Petitioning Creditors, PRX and/or HTH have also not complied with the information requests of the Mediator under the Stipulation.

¹ Any capitalized terms used but not otherwise defined herein shall have the meanings ascribed in the Stipulation.



Dykman

March 18, 2021
Page 2

Please be advised that unless all documents In the February 16 Request are received by the undersigned within seven (7) days of the date hereof, the Petitioning Creditors reserve the right to seek immediate entry of the Order for Relief in accordance with paragraph 14 of the Stipulation.

Please be guided accordingly.

Very truly yours,



Bonnie L. Pollack

BLP:lg

EXHIBIT I

Pollack, Bonnie

From: Pollack, Bonnie
Sent: Thursday, April 15, 2021 12:04 PM
To: Daniel M. Stolz
Cc: gkinoian@gmail.com; Mo Bauer; Roseman, Matthew
Subject: RE: HTH/PRX

Dan- please stop sending these types of emails. The letter speaks for itself. Have a wonderful day.

Bonnie Pollack

Partner

Cullen and Dykman LLP

100 Quentin Roosevelt Boulevard

Garden City, New York 11530

T: 516.296.9143 | F: 516.357.3792

E: bpollack@cullenllp.com

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From: Daniel M. Stolz <DStolz@genovaburns.com>
Sent: Thursday, April 15, 2021 12:02 PM
To: Pollack, Bonnie <bpollack@cullenllp.com>
Cc: gkinoian@gmail.com; Mo Bauer <msbauer@norris-law.com>; Roseman, Matthew <MRoseman@cullenllp.com>
Subject: [EXTERNAL] Re: HTH/PRX

Seems like you can't help yourself on the bombastic language

Sent from my iPad by Dan Stolz

On Apr 15, 2021, at 11:51 AM, Pollack, Bonnie <bpollack@cullenllp.com> wrote:

Security Warning. This is an EXTERNAL email.

Please see attached. Thank you.

Bonnie Pollack

Partner

Cullen and Dykman LLP

100 Quentin Roosevelt Boulevard

Garden City, New York 11530

T: 516.296.9143 | F: 516.357.3792

E: bpollack@cullenllp.com

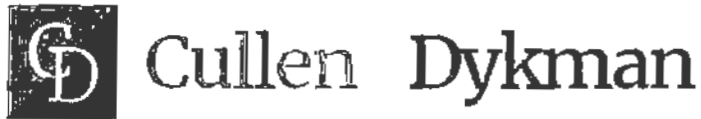
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<Response to PRX proposal.PDF>

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Garden City Center
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T: 516.357.3700
F: 516.357.3792

Bonnie L. Pollack
PARTNER
Direct: 516-296-9143
E-mail bpollack@cullenllp.com

April 15, 2021

Via Email

Daniel M. Stolz, Esq.
Genova Burns LLC
110 Allen Road, Suite 304
Basking Ridge, NJ 07920

Re: In re Health Tech Harbor, Inc.
Chapter 7 Case No. 20-19017 (RG)

Dear Dan:

We have reviewed your letter of April 9 and the proposal included therewith with our client. First, I am unclear as to who represents whom in this case. Although your letter contained a rejection of the BenAdvance term sheet and discussed HTH's various perceived issues regarding same, it is my understanding that your firm does not represent HTH, but represents PRX. It is therefore unclear as to whether your letter and proposal were discussed with and/or approved by HTH, or with what authority it was sent.

Further, as you are aware, we do not represent BenAdvance, but have advised them that HTH (again, to the best of my knowledge) has rejected the term sheet that was sent. I have also advised them of your threat, on behalf of HTH, without apparent authority, to sue them for recoveries of their note to HTH (presumably simply because they had the temerity to try to resolve issues with the investors). As to this, I assume that HTH will also be suing PRX for recoveries under that note, the modification of which raises extensive breaches of fiduciary obligations and self-dealing. All of the foregoing demonstrate the many conflicts of interest as between HTH, PRX, Mr. Margulis and your firm, and also calls into question whether an interim trustee should be appointed in the HTH case.

As to the proposal, please be advised that it is rejected by the creditors who we represent, since they have no interest in becoming shareholders in PRX. They are willing to entertain a proposal for a "discounted cash settlement" as discussed in the penultimate paragraph of your

FOUNDED 1850

NEW YORK NEW JERSEY WASHINGTON DC



Cullen Dykman

Daniel Stolz, Esq.
April 15, 2021
Page 2

letter if you choose to make such a proposal, but will not trade the debt owed to them for meaningless stock in a company run by a someone they have no trust in.

Please let me know if HTH is willing to discuss a cash resolution with our clients. In the meantime, our clients will pursue whatever rights and remedies they deem appropriate with respect to the above, the BenAdvance term sheet and the failure of HTH and PRX to comply with the obligations to cooperate in our forensic accountants' review and analysis of books and records.

Please be guided accordingly.

Very truly yours,



Bonnie L. Pollack

cc: Greg Kinoin, Esq. (via email)
Mo Bauer, Esq. (via email)

Subject: [EXTERNAL] RE: Audit Documents
Date: Wednesday, April 14, 2021 at 9:04:34 AM Eastern Daylight Time
From: Daniel M. Stolz
To: Pollack, Bonnie
CC: Mo Bauer, Roseman, Matthew, Larry Margolis, Cheryl Fine
Attachments: image009.png, image010.jpg, image011.jpg, image012.png, image013.jpg, image014.jpg, image001.png

Repeating your diatribes doesn't render them accurate. For example, your accountants have asked for documents for years the companies didn't exist. Presumably, they just churn out some form request. Additionally, many of the documents need to be obtained from Chase and we have no control over when they deliver them. We just received boxes of documents from Chase, which will need to be scanned by our client's limited staff, which will take days. If you are trying to build a case we have breached the settlement, I believe Judge Gambardella will see through this gamesmanship. Why don't you focus on the more productive effort of responding to our good faith proposal. This is NOT settlement communication and WILL be used in any litigation.



Daniel M. Stolz, Esq.
110 Allen Rd., Suite 304, Basking Ridge, NJ 07920
Tel: 973.230.2095 | Fax: 973.533.1112
[Vcard](#) | [Bio](#) | [Website](#)

From: Pollack, Bonnie <bpollack@cullenllp.com>
Sent: Wednesday, April 14, 2021 8:47 AM
To: Daniel M. Stolz <DStolz@genovaburns.com>
Cc: Mo Bauer <msbauer@norris-law.com>; Roseman, Matthew <MRoseman@cullenllp.com>; Larry Margolis <larsm66@gmail.com>; Cheryl Fine <cheryl@personalrx.com>
Subject: RE: Audit Documents

Security Warning. This is an EXTERNAL email.

Contrary to this email, the list of open items that we sent last week speaks for itself. I say intolerable, since these requests have now been outstanding for 2 months and therefore not hyperbole.

Thank you.

Bonnie Pollack
Partner
Cullen and Dykman LLP
100 Quentin Roosevelt Boulevard
Garden City, New York 11530

T: 516.296.9143 | F: 516.357.3792
E: bpollack@cullenllp.com

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From: Daniel M. Stolz <DStolz@genovaburns.com>
Sent: Wednesday, April 14, 2021 8:43 AM
To: Pollack, Bonnie <bpollack@cullenllp.com>
Cc: Mo Bauer <msbauer@norris-law.com>; Roseman, Matthew <MRoseman@cullenllp.com>; Larry Margolis <larsm66@gmail.com>; Cheryl Fine <cheryl@personalrx.com>
Subject: [EXTERNAL] RE: Audit Documents

I am away this week. I will address upon my return, but my understanding is that the vast majority of the documents within the scope of the agreement have been produced. Can we please do away with the hyperbole, the use of terms like "intolerable" serves no purpose and merely requires me to respond in kind.



Daniel M. Stolz, Esq.

110 Allen Rd., Suite 304, Basking Ridge, NJ 07920

Tel: 973.230.2095 | Fax: 973.533.1112

[Vcard](#) | [Bio](#) | [Website](#)

From: Pollack, Bonnie <bpollack@cullenllp.com>
Sent: Wednesday, April 14, 2021 8:27 AM
To: Daniel M. Stolz <DStolz@genovaburns.com>
Cc: Mo Bauer <msbauer@norris-law.com>; Roseman, Matthew <MRoseman@cullenllp.com>
Subject: RE: Audit Documents

Security Warning. This is an EXTERNAL email.

Good morning Dan. The delay in receiving these and all documents requested is intolerable. Please have all remaining documents sent by tomorrow. Thank you.

Bonnie Pollack
Partner
Cullen and Dykman LLP
100 Quentin Roosevelt Boulevard
Garden City, New York 11530
T: 516.296.9143 | F: 516.357.3792

E: bpollack@cullenllp.com

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From: Pollack, Bonnie
Sent: Tuesday, April 6, 2021 12:23 PM
To: Daniel M. Stolz <DStolz@genovaburns.com>
Cc: 'Mo Bauer' <msbauer@norris-law.com>; Roseman, Matthew <MRoseman@cullenllp.com>
Subject: FW: Audit Documents

Dan- please see below and attached and advise as to when we can expect the remaining documents, and whether they can be uploaded to Citron's secure site. Thank you.

Bonnie Pollack
Partner
Cullen and Dykman LLP
100 Quentin Roosevelt Boulevard
Garden City, New York 11530
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E: bpollack@cullenllp.com

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From: Maryann N. Veytsman <mveytsman@citrincooperman.com>
Sent: Tuesday, March 30, 2021 10:14 AM
To: Pollack, Bonnie <bpollack@cullenllp.com>; Ken Yormark <kyormark@citrincooperman.com>
Cc: Roseman, Matthew <MRoseman@cullenllp.com>; Katerina Gaebel <kgaebel@citrincooperman.com>
Subject: [EXTERNAL] RE: Audit Documents

Hi –

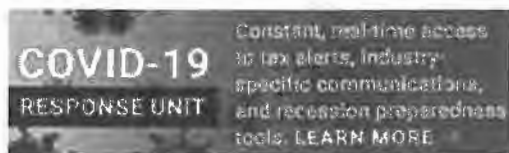
Attached is our updated document request list based on the documents provided to date. If there are no comments in red, then the item is still open. If some items were provided related to a request, we've included what was received and what is still outstanding in red. It appears that the general ledger information is in QuickBooks and if so, it would be quicker and more efficient if they could provide us with the QuickBooks back-up file because then we'd have access to annual general ledger information (they provided monthly information which will have to be combined) and items such as the aged receivables and payables reports and top customers, etc. that they would not have to provide separately.

In addition, we would like to request that they upload files to our secure site if possible especially as they are uploading bank statements, etc. Please let us know if we can provide the site and everyone can have access to the folder and documents.

Thank you,
Maryann

MARYANN N. VEYTSMAN, Esq., CPA, CFF
Director, Forensic, Litigation & Valuation Services
TEL 212.697.1000 x1589 | FAX 212.697.1004
529 FIFTH AVENUE, NEW YORK, NY 10017

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From: Pollack, Bonnie <bpollack@cullenllp.com>
Sent: Monday, March 29, 2021 9:54 AM
To: Ken Yormark <kyormark@citrincooperman.com>; Maryann N. Veytsman <mveytsman@citrincooperman.com>

Cc: Roseman, Matthew <MRoseman@cullenllp.com>
Subject: FW: Audit Docuemtns

FYI

Bonnie Pollack
Partner
Cullen and Dykman LLP
100 Quentin Roosevelt Boulevard
Garden City, New York 11530
T: 516.296.9143 | F: 516.357.3792
E: bpollack@cullenllp.com

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From: Daniel M. Stolz <DStolz@genovaburns.com>
Sent: Monday, March 29, 2021 9:52 AM
To: Pollack, Bonnie <bpollack@cullenllp.com>
Subject: [EXTERNAL] FW: Audit Docuemtns



Daniel M. Stolz, Esq.

110 Allen Rd., Suite 304, Basking Ridge, NJ 07920

Tel: 973.230.2095 | Fax: 973.533.1112

[Vcard](#) | [Bio](#) | [Website](#)

From: Cheryl Fine <cheryl@personalrx.com>
Sent: Monday, March 29, 2021 9:42 AM
To: Daniel M. Stolz <DStolz@genovaburns.com>; mbauer@norris-law.com
Subject: Audit Docuemtns

Security Warning. This is an EXTERNAL email.

Good Morning Dan and Mo.

Attached is a list of all documents uploaded to the drive so far. For the financials if there is a Y next to it it is uploaded, for bank accounts If there is a year next to the last four of the bank account then those have been uploaded as well. I will continue to add documents on an ongoing basis.

Cheryl

--


Cheryl Fine
Controller-Director of Talent

Office 201.430.7300 | **Direct** 201.623.3881 | **Fax** 201.334.0700
20 Murray Hill Parkway, Suite 210
East Rutherford, NJ 07073

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EXHIBIT J

Pollack, Bonnie

From: Pollack, Bonnie
Sent: Wednesday, April 7, 2021 4:58 PM
To: Daniel M. Stolz; Gregory Kinoian
Cc: Mo Bauer; Roseman, Matthew
Subject: BenAdvance term sheet
Attachments: Term Sheet 4-07-21(002).pdf

Good afternoon. Attached please find a DRAFT term sheet between the investors and BenAdvance. This draft term sheet is to be kept confidential as set forth therein.

Please advise as soon as possible as to any objections that you have to same. Thank you.

Bonnie Pollack
Partner
Cullen and Dykman LLP
100 Quentin Roosevelt Boulevard
Garden City, New York 11530
T: 516.296.9143 | F: 516.357.3792
E: bpollack@cullenllp.com

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From: Gomez, Laurie <lgomez@cullenllp.com>
Sent: Wednesday, April 7, 2021 4:30 PM
To: Pollack, Bonnie <bpollack@cullenllp.com>
Subject: Term Sheet 4-07-21(002).pdf

Subject: Re: [EXTERNAL] RE: Audit Documents

Date: Tuesday, April 6, 2021 at 5:35:11 PM Eastern Daylight Time

From: Daniel M. Stolz

To: Pollack, Bonnie

CC: Mo Bauer, Roseman, Matthew, Larry Margolis

I will respond to your document demand in due course. I guess we should have Greg start suit on behalf of HTH against Ben Advance and then we will find out what is up. When they ask why we sued, I will send them your e mails.

Sent from my iPad by Dan Stolz

On Apr 6, 2021, at 5:31 PM, Pollack, Bonnie <bpollack@cullenllp.com> wrote:

That is a ridiculous assumption, especially since we are not the ones that haven't produce the documents that you are required to produce pursuant to the stipulations. I am no longer engaging in this back-and-forth. If HTH (which is not represented by you) want to go to court, it should feel free.

Sent from my iPhone

On Apr 6, 2021, at 5:28 PM, Daniel M. Stolz <DStolz@genovaburns.com> wrote:

Apparently, your clients have something to hide.

Sent from my iPad by Dan Stolz

On Apr 6, 2021, at 5:26 PM, Pollack, Bonnie <bpollack@cullenllp.com> wrote:

Then HTH can go to court and get an order, and explain to the court why it believes that it is entitled to a copy of it. In the meantime, please forward the remaining documents ASAP.

Sent from my iPhone

On Apr 6, 2021, at 5:20 PM, Daniel M. Stolz <DStolz@genovaburns.com> wrote:

We understand it may or may not still be on the table, but management of HTH is still entitled to see it. There is no confidentiality protection since it was produced to Mo.

Sent from my iPad by Dan Stolz

On Apr 6, 2021, at 5:16 PM, Pollack, Bonnie <bpollack@cullenllp.com> wrote:

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EXTERNAL email.**

Let me repeat. We are unaware of whether
the term sheet that was produced to Mo is still
being discussed with Benadvance. If and when
there is some term sheet that requires HTH
consent we will provide it to HTH.

Sent from my iPhone

On Apr 6, 2021, at 5:06 PM,
Daniel M. Stolz
<DStolz@genovaburns.com>
wrote:

Ben Advance owes
the \$\$ to HTH , not
your clients. You sent
a term sheet to Mo,
please authorize him
to give it to us. I
won't stop asking.

<image001.png>

Daniel M. Stolz, Esq.
110 Allen Rd., Suite 304, Basking Ridge,
Tel: 973.230.2095 | Fax: 973.533.1112
[Vcard](#) | [Bio](#) | [Website](#)

From: Pollack, Bonnie
<bpollack@cullenllp.com>
Sent: Tuesday, April 6, 2021
5:03 PM
To: Daniel M. Stolz
<DStolz@genovaburns.com>
Cc: Mo Bauer
<msbauer@norris-law.com>;
Roseman, Matthew
<MRoseman@cullenllp.com>
Subject: RE: Audit Documents

**Security Warning. This is an
EXTERNAL email.**

Dan- we are not sure whether there is a deal or what the terms are with BenAdvance. Please stop asking. When there is a deal and if that deal needs your consent, we will get in touch with you. In the meantime, please focus on getting us the documents that we asked for 6 weeks ago. Thank you.

Bonnie Pollack
Partner
Cullen and Dykman LLP
100 Quentin Roosevelt
Boulevard
Garden City, New York 11530
T: 516.296.9143 | F:
516.357.3792
E: bpollack@cullenllp.com

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From: Daniel M. Stolz
<DStolz@genovaburns.com>
Sent: Tuesday, April 6, 2021
12:38 PM
To: Pollack, Bonnie
<bpollack@cullenllp.com>
Cc: Mo Bauer
<msbauer@norris-law.com>;
Roseman, Matthew
<MRoseman@cullenllp.com>
Subject: [EXTERNAL] Re: Audit
Documents

I will pass along and follow
up. Where is the Ben
Advance term sheet ?

Sent from my iPad by Dan
Stolz

On Apr 6, 2021,
at 12:23 PM,
Pollack, Bonnie
<bpollack@cullenllp.com>
wrote:

Security Warning.
This is an
EXTERNAL email.

Dan- please see
below and
attached and
advise as to
when we can
expect the
remaining
documents, and
whether they can
be uploaded to
Citron's secure
site. Thank you.

Bonnie Pollack
Partner
Cullen and
Dykman LLP
100 Quentin
Roosevelt
Boulevard
Garden City, New
York 11530

T: 516.296.9143
| F:
516.357.3792
E:
[bpollack@cullenl
lp.com](mailto:bpollack@cullenl
lp.com)

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message has been
addressed to you in
error, please
immediately alert the
sender by reply e-mail
and then delete this
message and its
attachments.

From: Maryann
N. Veytsman
<[mveytsman@cit
rincooperman.co
m](mailto:mveytsman@cit
rincooperman.co
m)>
Sent: Tuesday,
March 30, 2021
10:14 AM

To: Pollack,
Bonnie
<[bpollack@culle
nllp.com](mailto:bpollack@culle
nllp.com)>; Ken
Yormark
<[kyormark@citri
ncooperman.co
m](mailto:kyormark@citri
ncooperman.co
m)>
Cc: Roseman,
Matthew
<[MRoseman@cu
llenllp.com](mailto:MRoseman@cu
llenllp.com)>;
Katerina Gaebel
<[kgael@citri
ncooperman.com](mailto:kgael@citri
ncooperman.com)>
Subject:
[EXTERNAL] RE:
Audit Docuemtns

Hi –

Attached is our
updated
document
request list
based on the
documents
provided to
date. If there are
no comments in
red, then the
item is still open.
If some items
were provided
related to a
request, we've
included what
was received and
what is still
outstanding in
red. It appears
that the general

ledger
information is in
QuickBooks and
if so, it would be
quicker and more
efficient if they
could provide us
with the
QuickBooks back-
up file because
then we'd have
access to annual
general ledger
information (they
provided
monthly
information
which will have
to be combined)
and items such
as the aged
receivables and
payables reports
and top
customers, etc.
that they would
not have to
provide
separately.

In addition, we
would like to
request that they
upload files to
our secure site if
possible
especially as they
are uploading
bank statements,
etc. Please let us
know if we can
provide the site

and everyone
can have access
to the folder and
documents.

Thank you,
Maryann

<~WRD0001.jpg>

**MARYANN N.
VEYTSMAN,**
Esq., CPA, CFF
Director, Forensic,
Litigation &
Valuation Services
TEL
212.697.1000
x1589 | **FAX**
212.697.1004
529 FIFTH AVENUE,
NEW YORK, NY 10017

[Click Here](#) to send
me files securely
[mveytsman@citri
ncooperman.com](mailto:mveytsman@citricooperman.com)
[CITRIC COOPER
MAN.COM](#)

<image005.jpg>

<BizEvPyramid-
signature_4f0bf8d
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985a-
77676ea893a3.pn
g>

<image006.jpg>
<~WRD0001.jpg>
<~WRD0001.jpg>

AN INDEPENDENT
FIRM ASSOCIATED
WITH MOORE
GLOBAL NETWORK
LIMITED

<~WRD0001.jpg>

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From: Pollack,
Bonnie
<bpollack@cuilenllp.com>
Sent: Monday,
March 29, 2021
9:54 AM
To: Ken Yormark
<kyormark@citrincooperman.com>; Maryann N.
Veytsman
<mveytsman@citrincooperman.com>
Cc: Roseman,
Matthew
<MRoseman@cuilenllp.com>
Subject: FW:
Audit Docuemtns

FYI

Bonnie Pollack
Partner
**Cullen and
Dykman LLP**
100 Quentin
Roosevelt
Boulevard
Garden City, New
York 11530
T: 516.296.9143
| F:
516.357.3792
E:
bpollack@cullenidp.com

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error, please
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attachments.

From: Daniel M.
Stolz
<[DStolz@genova
burns.com](mailto:DStolz@genova burns.com)>
Sent: Monday,
March 29, 2021
9:52 AM
To: Pollack,
Bonnie
<[bpollack@cuille
nllp.com](mailto:bpollack@cuille
nllp.com)>
Subject:
[EXTERNAL] FW:
Audit Docuemtns

Daniel M. Stolz, Esq.

110 Allen Rd., Suite 304, Baskin,

Tel: 973.230.2095 | Fax: 973.53

[Vcard](#) | [Bio](#) | [Website](#)

<image001.png>

From: Cheryl
Fine
<[cheryl@person
alrx.com](mailto:cheryl@person
alrx.com)>
Sent: Monday,
March 29, 2021
9:42 AM
To: Daniel M.
Stolz
<[DStolz@genova
burns.com](mailto:DStolz@genova
burns.com)>;
[mbauer@norris-
law.com](mailto:mbauer@norris-
law.com)
Subject: Audit
Docuemtns

Security Warning.
This is an
EXTERNAL email.

Good Morning
Dan and Mo.

Attached is a

list of all
documents
uploaded to the
drive so far. For
the financials if
there is a Y next
to it it is
uploaded, for
bank accounts If
there is a year
next to the last
four of the bank
account then
those have been
uploaded as
well. I will
continue to add
documents on
an ongoing
basis.

Cheryl

--

<image002.jpg>

Cheryl Fine
**Controller-
Director of Talent**

Office
201.430.7300 |
Direct
201.623.3881 |
Fax 201.334.0700
20 Murray Hill
Parkway, Suite
210
East Rutherford,
NJ 07073

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video!**

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PersonalRX
Follow-Up
Document
Request.pdf>

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Pollack, Bonnie

From: Pollack, Bonnie
Sent: Tuesday, April 6, 2021 5:31 PM
To: Daniel M. Stolz
Cc: Mo Bauer; Roseman, Matthew; Larry Margolis
Subject: Re: [EXTERNAL] RE: Audit Documents

That is a ridiculous assumption, especially since we are not the ones that haven't produce the documents that you are required to produce pursuant to the stipulations. I am no longer engaging in this back-and-forth. If HTH (which is not represented by you) want to go to court, it should feel free.

Sent from my iPhone

On Apr 6, 2021, at 5:28 PM, Daniel M. Stolz <DStolz@genovaburns.com> wrote:

Apparently, your clients have something to hide.

Sent from my iPad by Dan Stolz

On Apr 6, 2021, at 5:26 PM, Pollack, Bonnie <bpollack@cullenllp.com> wrote:

Then HTH can go to court and get an order, and explain to the court why it believes that it is entitled to a copy of it. In the meantime, please forward the remaining documents ASAP.

Sent from my iPhone

On Apr 6, 2021, at 5:20 PM, Daniel M. Stolz
<DStolz@genovaburns.com> wrote:

We understand it may or may not still be on the table, but management of HTH is still entitled to see it. There is no confidentiality protection since it was produced to Mo.

Sent from my iPad by Dan Stolz

On Apr 6, 2021, at 5:16 PM, Pollack, Bonnie
<bpollack@cullenllp.com> wrote:

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Let me repeat. We are unaware of whether the term sheet that was produced to Mo is still being discussed with Benadvance. If and when there is some term sheet that requires HTH consent we will provide it to HTH.

Sent from my iPhone

On Apr 6, 2021, at 5:06 PM, Daniel M. Stolz
<DStolz@genovaburns.com> wrote:

Ben Advance owes the \$\$ to HTH , not your clients. You sent a term sheet to Mo, please authorize him to give it to us. I won't stop asking.

Daniel M. Stolz, Esq.

110 Allen Rd., Suite 304, Basking Ridge, NJ 07920

Tel: 973.230.2095 | Fax: 973.533.1112

[Vcard](#) | [Bio](#) | [Website](#)

<image001.png>

From: Pollack, Bonnie
<bpollack@cullenllp.com>
Sent: Tuesday, April 6, 2021 5:03 PM
To: Daniel M. Stolz
<DStolz@genovaburns.com>
Cc: Mo Bauer <msbauer@norris-law.com>; Roseman, Matthew
<MRoseman@cullenllp.com>
Subject: RE: Audit Documents

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Dan- we are not sure whether there is a deal or what the terms are with BenAdvance. Please stop asking. When there is a deal and if that deal needs your consent, we will get in touch with you. In the meantime, please focus on

getting us the documents that we asked
for 6 weeks ago. Thank you.

Bonnie Pollack

Partner

Cullen and Dykman LLP

100 Quentin Roosevelt Boulevard

Garden City, New York 11530

T: 516.296.9143 | F: 516.357.3792

E: bpollack@cullenllp.com

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From: Daniel M. Stolz

[<DStolz@genovaburns.com>](mailto:DStolz@genovaburns.com)

Sent: Tuesday, April 6, 2021 12:38 PM

To: Pollack, Bonnie

[<bpollack@cullenllp.com>](mailto:bpollack@cullenllp.com)

Cc: Mo Bauer [<msbauer@norris-](mailto:msbauer@norris-law.com)

[law.com>](mailto:law.com); Roseman, Matthew

[<MRoseman@cullenllp.com>](mailto:MRoseman@cullenllp.com)

Subject: [EXTERNAL] Re: Audit
Documents

I will pass along and follow up.
Where is the Ben Advance term
sheet ?

Sent from my iPad by Dan Stolz

On Apr 6, 2021, at
12:23 PM, Pollack,
Bonnie
[<bpollack@cullenllp.
com>](mailto:bpollack@cullenllp.com) wrote:

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an EXTERNAL email.**

Dan- please see below
and attached and
advise as to when we
can expect the
remaining documents,
and whether they can
be uploaded to Citron's
secure site. Thank you.

Bonnie Pollack
Partner
Cullen and Dykman
LLP
100 Quentin Roosevelt
Boulevard
Garden City, New York
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T: 516.296.9143 | F:
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m](mailto:bpollack@cullenllp.com)

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From: Maryann N.
Veytsman
<[mveytsman@citrincoo
perman.com](mailto:mveytsman@citrincooperman.com)>
Sent: Tuesday, March
30, 2021 10:14 AM
To: Pollack, Bonnie
<[bpollack@cullenllp.co
m](mailto:bpollack@cullenllp.com)>; Ken Yormark

<kyormark@citrincooperman.com>

Cc: Roseman, Matthew
<MRoseman@cullenllp.com>; Katerina Gaebel
<kgael@citrincooperman.com>

Subject: [EXTERNAL]

RE: Audit Docuemtns

Hi –

Attached is our updated document request list based on the documents provided to date. If there are no comments in red, then the item is still open. If some items were provided related to a request, we've included what was received and what is still outstanding in red. It appears that the general ledger information is in QuickBooks and if so, it would be quicker and more efficient if they could provide us with the QuickBooks back-up file because then we'd have access to annual general ledger information (they provided monthly information which will have to be combined) and items such as the aged receivables and payables reports and top customers, etc. that they would not have to provide separately.

In addition, we would like to request that they upload files to our secure site if possible especially as they are uploading bank

statements, etc. Please
let us know if we can
provide the site and
everyone can have
access to the folder and
documents.

Thank you,
Maryann

<~WRD0001.jpg>

**MARYANN N.
VEYTSMAN**, Esq.,
CPA, CFF
Director, Forensic,
Litigation & Valuation
Services
TEL 212.697.1000
x1589 | **FAX**
212.697.1004
529 FIFTH AVENUE, NEW
YORK, NY 10017

[Click Here](#) to send me
files securely
[mveytsman@citrincoop
erman.com](mailto:mveytsman@citrincooperman.com) |
[CITRINCOOPERMAN.](#)

<image005.jpg>

<BizEvPyramid-
signature_4f0bf8d1-
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<image006.jpg>
<~WRD0001.jpg>
<~WRD0001.jpg>

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From: Pollack, Bonnie
<bpollack@cullenllp.com>

Sent: Monday, March
29, 2021 9:54 AM

To: Ken Yormark
<kyormark@citrincooperman.com>; Maryann
N. Veytsman
<mveytsman@citrincooperman.com>

Cc: Roseman, Matthew
<MRoseman@cullenllp.com>

Subject: FW: Audit
Docuemtns

FYI

Bonnie Pollack
Partner
Cullen and Dykman
LLP
100 Quentin Roosevelt
Boulevard
Garden City, New York
11530
T: 516.296.9143 | F:
516.357.3792
E:
bpollack@cullenllp.com

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From: Daniel M. Stolz
<DStolz@genovaburns.com>
Sent: Monday, March 29, 2021 9:52 AM
To: Pollack, Bonnie
<bpollack@cullenllp.com>
Subject: [EXTERNAL]
FW: Audit Docuemtns

Daniel M. Stolz, Esq.

110 Allen Rd., Suite 304, Basking Ridge, N

Tel: 973.230.2095 | Fax: 973.533.1112

[Vcard](#) | [Bio](#) | [Website](#)

<image001.png>

From: Cheryl Fine
<cheryl@personalrx.com>
Sent: Monday, March 29, 2021 9:42 AM
To: Daniel M. Stolz
<DStolz@genovaburns.com>; mbauer@norris-law.com
Subject: Audit
Docuemtns

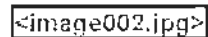
Security Warning. This is an EXTERNAL email.

Good Morning Dan
and Mo.

Attached is a list of
all documents
uploaded to the drive
so far. For the
financials if there is a
Y next to it it is
uploaded, for bank
accounts If there is a
year next to the last
four of the bank
account then those
have been uploaded
as well. I will
continue to add
documents on an
ongoing basis.

Cheryl

--

A rectangular box containing the text "<image002.jpg>" in a monospaced font, indicating a redacted image.

Cheryl Fine
Controller-Director of
Talent

Office 201.430.7300 |
Direct 201.623.3881 |
Fax 201.334.0700
20 Murray Hill
Parkway, Suite 210
East Rutherford, NJ
07073

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<2021.03.30 -
PersonalRX Follow-Up
Document
Request.pdf>

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Subject: Re: [EXTERNAL] RE: Audit Documents

Date: Tuesday, April 6, 2021 at 5:28:32 PM Eastern Daylight Time

From: Daniel M. Stolz

To: Pollack, Bonnie

CC: Mo Bauer, Roseman, Matthew, Larry Margolis

Apparently, your clients have something to hide.

Sent from my iPad by Dan Stolz

On Apr 6, 2021, at 5:26 PM, Pollack, Bonnie <bpollack@cullenllp.com> wrote:

Then HTH can go to court and get an order, and explain to the court why it believes that it is entitled to a copy of it. In the meantime, please forward the remaining documents ASAP.

Sent from my iPhone

On Apr 6, 2021, at 5:20 PM, Daniel M. Stolz <DStolz@genovaburns.com> wrote:

We understand it may or may not still be on the table, but management of HTH is still entitled to see it. There is no confidentiality protection since it was produced to Mo.

Sent from my iPad by Dan Stolz

On Apr 6, 2021, at 5:16 PM, Pollack, Bonnie <bpollack@cullenllp.com> wrote:

Security Warning. This is an EXTERNAL email.

Let me repeat. We are unaware of whether the term sheet that was produced to Mo is still being discussed with Benadvance. If and when there is some term sheet that requires HTH consent we will provide it to HTH.

Sent from my iPhone

On Apr 6, 2021, at 5:06 PM, Daniel M. Stolz
<DStolz@genovaburns.com> wrote:

Ben Advance owes the \$\$ to HTH , not
your clients. You sent a term sheet to
Mo, please authorize him to give it to us.

I won't stop asking.

<image001.png>

Daniel M. Stolz, Esq.

110 Allen Rd., Suite 304, Basking Ridge, NJ 07920

Tel: 973.230.2095 | Fax: 973.533.1112

[Vcard](#) | [Bio](#) | [Website](#)

From: Pollack, Bonnie <bpollack@cullenllp.com>

Sent: Tuesday, April 6, 2021 5:03 PM

To: Daniel M. Stolz <DStolz@genovaburns.com>

Cc: Mo Bauer <msbauer@norris-law.com>; Roseman, Matthew <MRoseman@cullenllp.com>

Subject: RE: Audit Documents

Security Warning. This is an EXTERNAL email.

Dan- we are not sure whether there is a deal or what the terms are with BenAdvance. Please stop asking. When there is a deal and if that deal needs your consent, we will get in touch with you. In the meantime, please focus on getting us the documents that we asked for 6 weeks ago. Thank you.

Bonnie Pollack

Partner

Cullen and Dykman LLP

100 Quentin Roosevelt Boulevard

Garden City, New York 11530

T: 516.296.9143 | F: 516.357.3792

E: bpollack@cullenllp.com

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From: Daniel M. Stolz <DStolz@genovaburns.com>

Sent: Tuesday, April 6, 2021 12:38 PM

To: Pollack, Bonnie <bpollack@cullenllp.com>

Cc: Mo Bauer <msbauer@norris-law.com>; Roseman, Matthew <MRoseman@cullenllp.com>

Subject: [EXTERNAL] Re: Audit Documents

I will pass along and follow up. Where is the Ben

Advance term sheet ?

Sent from my iPad by Dan Stolz

On Apr 6, 2021, at 12:23 PM, Pollack, Bonnie <bpollack@cullenllp.com> wrote:

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Dan- please see below and attached and advise as to when we can expect the remaining documents, and whether they can be uploaded to Citron's secure site. Thank you.

Bonnie Pollack

Partner

Cullen and Dykman LLP

100 Quentin Roosevelt Boulevard

Garden City, New York 11530

T: 516.296.9143 | F: 516.357.3792

E: bpollack@cullenllp.com

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From: Maryann N. Veytsman

<mveytsman@citrincooperman.com>

Sent: Tuesday, March 30, 2021 10:14 AM

To: Pollack, Bonnie

<bpollack@cullenllp.com>; Ken Yormark

<kyormark@citrincooperman.com>

Cc: Roseman, Matthew

<MRoseman@cullenllp.com>; Katerina

Gaebel <kgael@citrincooperman.com>

Subject: [EXTERNAL] RE: Audit Docuemtns

Hi –

Attached is our updated document request list based on the documents provided to date. If there are no comments in red, then the item is still open. If some items were provided related to a request, we've included what was received and what is still outstanding in red. It appears that the general ledger information is in QuickBooks and if so, it would be quicker and more efficient if they could provide us with the QuickBooks back-up file because then we'd have access to annual general ledger information (they provided monthly information which will have to be combined) and items such as the aged receivables and payables reports and top customers, etc. that they would not have to provide separately.

In addition, we would like to request that they upload files to our secure site if possible especially as they are uploading bank statements, etc. Please let us know if we can provide the site and everyone can have access to the folder and documents.

Thank you,
Maryann

<~WRD0001.jpg>

MARYANN N. VEYTSMAN, Esq., CPA, CFF
Director, Forensic, Litigation & Valuation
Services
TEL 212.697.1000 x1589 | FAX 212.697.1004
529 FIFTH AVENUE, NEW YORK, NY 10017

[Click Here](#) to send me files securely
mveytsman@citrincooperman.com |
CITRINCOOPERMAN.COM

<image005.jpg>

<BizEvPyramid-signature_4f0bf8d1-5358-
4baa-985a-77676ea893a3.png>

<image006.jpg>
<~WRD0001.jpg>
<~WRD0001.jpg>

AN INDEPENDENT FIRM ASSOCIATED WITH MOORE
GLOBAL NETWORK LIMITED

<~WRD0001.jpg>

Any conclusions reached in this e-mail or any of its attachments are based on stated facts and current tax law. Any change in facts or current tax law can have a significant impact on the conclusions reached.

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From: Pollack, Bonnie
<bpollack@cullenllp.com>
Sent: Monday, March 29, 2021 9:54 AM
To: Ken Yormark
<kyormark@citrincooperman.com>;
Maryann N. Veytsman
<mveytsman@citrincooperman.com>
Cc: Roseman, Matthew
<MRoseman@cullenllp.com>
Subject: FW: Audit Docuemtns

FYI

Bonnie Pollack
Partner
Cullen and Dykman LLP
100 Quentin Roosevelt Boulevard
Garden City, New York 11530
T: 516.296.9143 | F: 516.357.3792
E: bpollack@cullenllp.com

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From: Daniel M. Stolz
<DStolz@genovaburns.com>
Sent: Monday, March 29, 2021 9:52 AM
To: Pollack, Bonnie
<bpollack@cullenllp.com>
Subject: [EXTERNAL] FW: Audit Docuemtns

Daniel M. Stolz, Esq.

110 Allen Rd., Suite 304, Basking Ridge, NJ 07921

Tel: 973.230.2095 | Fax: 973.533.1112

[Vcard](#) | [Bio](#) | [Website](#)

<image001.png>

From: Cheryl Fine
<cheryl@personalrx.com>
Sent: Monday, March 29, 2021 9:42 AM
To: Daniel M. Stolz
<DStolz@genovaburns.com>;
mbauer@norris-law.com
Subject: Audit Docuemtns

Security Warning. This is an EXTERNAL email.

Good Morning Dan and Mo.

Attached is a list of all documents uploaded to the drive so far. For the financials if there is a Y next to it it is uploaded, for bank accounts If there is a year next to the last four of the bank account then those have been uploaded as well. I will continue to add documents on an ongoing basis.

Cheryl

--

<image002.jpg>

Cheryl Fine

Controller-Director of Talent

Office 201.430.7300 | **Direct** 201.623.3881 |

Fax 201.334.0700

20 Murray Hill Parkway, Suite 210

East Rutherford, NJ 07073

PersonalRX.com

Watch our video!

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<2021.03.30 - PersonalRX Follow-Up
Document Request.pdf>

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Subject: RE: [EXTERNAL] RE: DGN Pharmacy d/b/a PersonalRX
Date: Thursday, March 25, 2021 at 12:59:29 PM Eastern Daylight Time
From: Daniel M. Stolz
To: Pollack, Bonnie, Roseman, Matthew, mbauer@norris-law.com
CC: Larry Margolis
Attachments: image006.png, image007.png, image008.png, image001.png

Where do we stand on providing the Ben Adv term sheet ?



Daniel M. Stolz, Esq.
110 Allen Rd., Suite 304, Basking Ridge, NJ 07920
Tel: 973.230.2095 | Fax: 973.533.1112
[Vcard](#) | [Bio](#) | [Website](#)

From: Pollack, Bonnie <bpollack@cullenllp.com>
Sent: Monday, March 22, 2021 6:16 PM
To: Daniel M. Stolz <DStolz@genovaburns.com>; Roseman, Matthew <MRoseman@cullenllp.com>; mbauer@norris-law.com
Cc: Larry Margolis <larsm66@gmail.com>
Subject: Re: [EXTERNAL] RE: DGN Pharmacy d/b/a PersonalRX

Security Warning. This is an EXTERNAL email.

Actually, I do think you need our client's permission to convert debt to equity. Nevertheless, I will inquire as to the BenAdvance term sheet.

Bonnie Pollack
Partner
Cullen and Dykman LLP
100 Quentin Roosevelt Boulevard
Garden City, New York 11530
T: 516.296.9143
E: bpollack@cullenllp.com

From: "Daniel M. Stolz" <DStolz@genovaburns.com>
Date: Monday, March 22, 2021 at 6:05 PM
To: "Pollack, Bonnie" <bpollack@cullenllp.com>, "Roseman, Matthew" <MRoseman@cullenllp.com>, "mbauer@norris-law.com" <mbauer@norris-law.com>
Cc: Larry Margolis <larsm66@gmail.com>
Subject: RE: [EXTERNAL] RE: DGN Pharmacy d/b/a PersonalRX

The term sheet is what I have been requesting. I think you are missing a

fundamental distinction between your clients and mine. Neither your clients, nor Mo have any authority over HTH, other than Mo's duties as a "monitor". Mr. Margolis remains the management of HTH and would have to approve any transaction between HTH and Ben Advanced. We do not need your client's "permission", but out of courtesy, I inquired what you client's position would be.



Daniel M. Stolz, Esq.

110 Allen Rd., Suite 304, Basking Ridge, NJ 07920

Tel: 973.230.2095 | Fax: 973.533.1112

[Vcard](#) | [Bio](#) | [Website](#)

From: Pollack, Bonnie <bpollack@cullenllp.com>

Sent: Monday, March 22, 2021 5:56 PM

To: Daniel M. Stolz <DStolz@genovaburns.com>; Roseman, Matthew <MRoseman@cullenllp.com>;
mbauer@norris-law.com

Cc: Larry Margolis <larsm66@gmail.com>

Subject: Re: [EXTERNAL] RE: DGN Pharmacy d/b/a PersonalRX

Security Warning. This is an EXTERNAL email.

Dan- it was YOUR request that you be permitted to convert notes to equity. We have asked for information to respond to YOUR request.

As to BenAdvance, as you are aware, but I will again reiterate, BenAdvance would not make financial information available to you, but they would provide it to Mo. That information has been given to Mo. I will ask if we can provide you the term sheet without financial documents, if that is what you request. Please advise.

Apples::Oranges, Dan.

Bonnie Pollack

Partner

Cullen and Dykman LLP

100 Quentin Roosevelt Boulevard

Garden City, New York 11530

T: 516.296.9143

E: bpollack@cullenllp.com

From: "Daniel M. Stolz" <DStolz@genovaburns.com>

Date: Monday, March 22, 2021 at 5:52 PM

To: "Pollack, Bonnie" <bpollack@cullenllp.com>, "Roseman, Matthew" <MRoseman@cullenllp.com>, "mbauer@norris-law.com" <mbauer@norris-law.com>

Cc: Larry Margolis <larsm66@gmail.com>

Subject: [EXTERNAL] RE: DGN Pharmacy d/b/a PersonalRX

You want us to respond to your request, yet have ignored several prior requests to see the proposed agreement with Ben Advanced ???



Daniel M. Stolz, Esq.

110 Allen Rd., Suite 304, Basking Ridge, NJ 07920

Tel: 973.230.2095 | Fax: 973.533.1112

[Vcard](#) | [Bio](#) | [Website](#)

From: Pollack, Bonnie <bpollack@cullenllp.com>

Sent: Monday, March 22, 2021 5:45 PM

To: Roseman, Matthew <MRoseman@cullenllp.com>; mbauer@norris-law.com

Cc: Daniel M. Stolz <DStolz@genovaburns.com>

Subject: Re: DGN Pharmacy d/b/a PersonalRX

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Dan- we are waiting for this information in order to respond to your request. Thank you.

Bonnie Pollack

Partner

Cullen and Dykman LLP

100 Quentin Roosevelt Boulevard

Garden City, New York 11530

T: 516.296.9143

E: bpollack@cullenllp.com

From: "Pollack, Bonnie" <bpollack@cullenllp.com>

Date: Wednesday, March 17, 2021 at 4:02 PM

To: "Roseman, Matthew" <MRoseman@cullenllp.com>, "mbauer@norris-law.com" <mbauer@norris-law.com>

Cc: "Daniel M. Stolz" <DStolz@genovaburns.com>

Subject: RE: DGN Pharmacy d/b/a PersonalRX

Dan- we spoke with Dr. Malya. We are unable to revert on this until we know who this agreement would be with and the terms thereof. Please forward ASAP. Thank you.

Bonnie Pollack

Partner

Cullen and Dykman LLP

100 Quentin Roosevelt Boulevard

Garden City, New York 11530

T: 516.296.9143 | F: 516.357.3792

E: bpollack@cullenllp.com

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From: Maria Sousa <MSousa@genovaburns.com>

Sent: Wednesday, March 17, 2021 1:15 PM

To: Pollack, Bonnie <bpollack@cullenllp.com>; Roseman, Matthew <MRoseman@cullenllp.com>;
mbauer@norris-law.com

Cc: Daniel M. Stolz <DStolz@genovaburns.com>; larsm66@gmail.com; Lorrie Denson
<LDenson@genovaburns.com>

Subject: [EXTERNAL] DGN Pharmacy d/b/a PersonalRX

See attached from Daniel Stolz.

Maria Sousa

Legal Assistant

110 Allen Rd., Suite 304, Basking Ridge, NJ 07920

Tel: 973.533.0777 Ext: 1130 | Fax: 973.467.8126

www.genovaburns.com



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Subject: [EXTERNAL] RE: DGN Pharmacy d/b/a PersonalRX
Date: Wednesday, March 17, 2021 at 5:06:47 PM Eastern Daylight Time
From: Daniel M. Stolz
To: Pollack, Bonnie, Roseman, Matthew, mbauer@norris-law.com
CC: Larry Margolis
Attachments: image004.png, image001.png

If you want to create responsibilities for Mo beyond those set forth in our stipulation, you need to discuss them with us in advance and obtain our agreement. Seems to me you are trying to transform Mo in the Trustee for HTH. If you are unilaterally assigning tasks to Mo for which your client is paying, you are likely destroying his disinterestedness.



Daniel M. Stolz, Esq.
110 Allen Rd., Suite 304, Basking Ridge, NJ 07920
Tel: 973.230.2095 | Fax: 973.533.1112
[Vcard](#) | [Bio](#) | [Website](#)

From: Pollack, Bonnie <bpollack@cullenllp.com>
Sent: Wednesday, March 17, 2021 4:38 PM
To: Daniel M. Stolz <DStolz@genovaburns.com>; Roseman, Matthew <MRoseman@cullenllp.com>; mbauer@norris-law.com
Cc: Larry Margolis <larsm66@gmail.com>
Subject: RE: DGN Pharmacy d/b/a PersonalRX

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As you recall, you would not consider the BenAdvance proposed deal without financials. BenAdvance would not give them to you, but would give them to Mo. Mo is still the mediator and we intend to pay our share to him as the mediator. We would expect that you would do the same, but we leave that to you, Mo and the Court.

Thank you.

Bonnie Pollack
Partner
Cullen and Dykman LLP
100 Quentin Roosevelt Boulevard
Garden City, New York 11530
T: 516.296.9143 | F: 516.357.3792
E: bpollack@cullenllp.com

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From: Daniel M. Stolz <DStolz@genovaburns.com>
Sent: Wednesday, March 17, 2021 4:17 PM
To: Pollack, Bonnie <bpollack@cullenllp.com>; Roseman, Matthew <MRoseman@cullenllp.com>;
mbauer@norris-law.com
Cc: Larry Margolis <larsm66@gmail.com>
Subject: [EXTERNAL] RE: DGN Pharmacy d/b/a PersonalRX

Mo has no authority to review or approve any agreement. We will not be paying his fees for these services.



Daniel M. Stolz, Esq.

110 Allen Rd., Suite 304, Basking Ridge, NJ 07920

Tel: 973.230.2095 | Fax: 973.533.1112

[Vcard](#) | [Bio](#) | [Website](#)

From: Pollack, Bonnie <bpollack@cullenllp.com>
Sent: Wednesday, March 17, 2021 4:16 PM
To: Daniel M. Stolz <DStolz@genovaburns.com>; Roseman, Matthew <MRoseman@cullenllp.com>;
mbauer@norris-law.com
Cc: Larry Margolis <larsm66@gmail.com>
Subject: RE: DGN Pharmacy d/b/a PersonalRX

Security Warning. This is an EXTERNAL email.

The BenAdvance agreement has been sent to Mo and we are discussing with him. We still need the information about the creditors that we asked for below. Thank you.

Bonnie Pollack

Partner

Cullen and Dykman LLP

100 Quentin Roosevelt Boulevard

Garden City, New York 11530

T: 516.296.9143 | F: 516.357.3792

E: bpollack@cullenllp.com

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From: Daniel M. Stolz <DStolz@genovaburns.com>

Sent: Wednesday, March 17, 2021 4:14 PM
To: Pollack, Bonnie <bpollack@cullenllp.com>; Roseman, Matthew <MRoseman@cullenllp.com>;
mbauer@norris-law.com
Cc: Larry Margolis <larsm66@gmail.com>
Subject: [EXTERNAL] RE: DGN Pharmacy d/b/a PersonalRX

Kind of ironic, since I have been asking for your Ben Advanced agreement for some time. I have been corrected that the noteholders in question were not petitioning creditors.



Daniel M. Stolz, Esq.

110 Allen Rd., Suite 304, Basking Ridge, NJ 07920

Tel: 973.230.2095 | Fax: 973.533.1112

[Vcard](#) | [Bio](#) | [Website](#)

From: Pollack, Bonnie <bpollack@cullenllp.com>
Sent: Wednesday, March 17, 2021 4:02 PM
To: Roseman, Matthew <MRoseman@cullenllp.com>; mbauer@norris-law.com
Cc: Daniel M. Stolz <DStolz@genovaburns.com>
Subject: RE: DGN Pharmacy d/b/a PersonalRX

Security Warning. This is an EXTERNAL email.

Dan- we spoke with Dr. Malya. We are unable to revert on this until we know who this agreement would be with and the terms thereof. Please forward ASAP. Thank you.

Bonnie Pollack
Partner
Cullen and Dykman LLP
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E: bpollack@cullenllp.com

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From: Maria Sousa <MSousa@genovaburns.com>
Sent: Wednesday, March 17, 2021 1:15 PM
To: Pollack, Bonnie <bpollack@cullenllp.com>; Roseman, Matthew <MRoseman@cullenllp.com>;
mbauer@norris-law.com

Cc: Daniel M. Stolz <DStolz@genovaburns.com>; larsm66@gmail.com; Lorrie Denson
<LDenson@genovaburns.com>

Subject: [EXTERNAL] DGN Pharmacy d/b/a PersonalRX

See attached from Daniel Stolz.

Maria Sousa

Legal Assistant

110 Allen Rd., Suite 304, Basking Ridge, NJ 07920

Tel: 973.533.0777 Ext: 1130 | Fax: 973.467.8126

www.genovaburns.com



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**GENOVA
BURNS**
ATTORNEYS-AT-LAW

Genova Burns LLC
110 Allen Rd., Ste. 304
Basking Ridge, NJ 07920
Tel: 973.467.2700 Fax: 973.467.8126
Web: www.genovaburns.com

Daniel M. Stolz, Esq.
Partner
Member of the NJ Bar
dstolz@genovaburns.com
Direct: 973-230-2095

March 17, 2021

Bonnie Pollack, Esq.
(BPollack@cullenllp.com)
Cullen and Dykman LLP
100 Quentin Roosevelt Boulevard
Garden City, NY 11530

Matthew G. Roseman, Esq.
(MRoseman@cullenllp.com)

Morris Bauer, Esq.
mbauer@norris-law.com
Norris McLaughlin, P.A.
400 Crossing Blvd., 8th Floor
Bridgewater, NJ 08807-5933

**Re: DGN Pharmacy d/b/a PersonalRX
File No. 24624**

Dear Bonnie, Matt and Moe:

Mr. Margolis has been approached by several of the noteholders, who were part of the petitioning creditor group. These noteholders wish to convert their notes into an ownership interest in PRX. To the extent that this was consummated, the obligation of PRX to HTH would be reduced by the amount of these notes, together with all interest, fees, etc.

Please advise whether you see any reason that the foregoing transactions cannot be consummated. We also continue to await a copy of the proposed agreement between the investors and Ben Advanced. Please provide same at your earliest convenience.

Very truly yours,

GENOVA BURNS LLC


DANIEL M. STOLZ

DMS/ild
cc: Lawrence Margolis (larsm66@gmail.com)

Pollack, Bonnie

From: Pollack, Bonnie
Sent: Wednesday, March 17, 2021 1:23 PM
To: Maria Sousa; Roseman, Matthew; mbauer@norris-law.com
Cc: Daniel M. Stolz; larsm66@gmail.com; Lorrie Denson
Subject: RE: DGN Pharmacy d/b/a PersonalRX

Dan- we will forward to our client and discuss. Please advise of who made this request. Thank you.

Bonnie Pollack
Partner
Cullen and Dykman LLP
100 Quentin Roosevelt Boulevard
Garden City, New York 11530
T: 516.296.9143 | F: 516.357.3792
E: bpollack@cullenllp.com

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From: Maria Sousa <MSousa@genovaburns.com>
Sent: Wednesday, March 17, 2021 1:15 PM
To: Pollack, Bonnie <bpollack@cullenllp.com>; Roseman, Matthew <MRoseman@cullenllp.com>; mbauer@norris-law.com
Cc: Daniel M. Stolz <DStolz@genovaburns.com>; larsm66@gmail.com; Lorrie Denson <LDenson@genovaburns.com>
Subject: [EXTERNAL] DGN Pharmacy d/b/a PersonalRX

See attached from Daniel Stolz.

Maria Sousa

Legal Assistant

110 Allen Rd., Suite 304, Basking Ridge, NJ 07920

Tel: 973.533.0777 Ext: 1130 | Fax: 973.467.8126

www.genovaburns.com

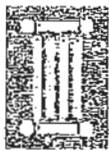


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March 17, 2021

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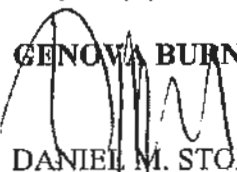
**Re: DGN Pharmacy d/b/a PersonalRX
File No. 24624**

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Please advise whether you see any reason that the foregoing transactions cannot be consummated. We also continue to await a copy of the proposed agreement between the investors and Ben Advanced. Please provide same at your earliest convenience.

Very truly yours,


GENOVA BURNS LLC
DANIEL M. STOLZ

DMS/lld
cc: Lawrence Margolis (larsm66@gmail.com)

EXHIBIT K

Subject: [EXTERNAL] RE: HTH- Third Request
Date: Thursday, January 28, 2021 at 9:52:07 AM Eastern Standard Time
From: Daniel M. Stolz
To: Pollack, Bonnie
CC: Lawrence H. Margolis, Joseph S. Aboyou
Attachments: image001.png, 7.17.2020 HTH to PRX01282021085151.pdf

Bonnie,

Attached are the documents requested. Mr. Margolis was advised that a demand obligation would impair PRX's ability to raise the funds to ultimately pay back the obligations to HTH.



Daniel M. Stolz, Esq.
110 Allen Rd., Suite 304, Basking Ridge, NJ 07920
Tel: 973.230.2095 | Fax: 973.533.1112
[Vcard](#) | [Bio](#) | [Website](#)

From: Pollack, Bonnie <bpollack@cullenllp.com>
Sent: Tuesday, January 26, 2021 12:20 PM
To: Daniel M. Stolz <DStolz@genovaburns.com>
Subject: Re: HTH- Third Request

Security Warning. This is an EXTERNAL email.

Dan- I am now sending this request for the third time. A response would be appreciated. Thanks.

Bonnie Pollack
Partner
Cullen and Dykman LLP
100 Quentin Roosevelt Boulevard
Garden City, New York 11530
T: 516.296.9143
E: bpollack@cullenllp.com

From: "Pollack, Bonnie" <bpollack@cullenllp.com>
Date: Saturday, January 23, 2021 at 2:29 PM
To: "Daniel M. Stolz" <DStolz@genovaburns.com>
Subject: Re: HTH

Dan- we have not received a response to this. Please advise. Thank you.

Bonnie Pollack
Partner
Cullen and Dykman LLP
100 Quentin Roosevelt Boulevard
Garden City, New York 11530
T: 516.296.9143
E: bpollack@cullenllp.com

From: "Pollack, Bonnie" <bpollack@cullenllp.com>
Date: Wednesday, January 20, 2021 at 1:25 PM
To: "Daniel M. Stolz" <DStolz@genovaburns.com>
Subject: HTH

Question- in mediation Mo had stated that HTH already extended the payment terms of the PRX note. Can you advise of when that was, and send any documents that you have on that. Thanks.

Bonnie Pollack
Partner
Cullen and Dykman LLP
100 Quentin Roosevelt Boulevard
Garden City, New York 11530
T: 516.296.9143 | F: 516.357.3792
E: bpollack@cullenllp.com

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Loan Restructure Agreement by and between HEALTH TECH HARBOR, INC., 20 Murray Hill Parkway, Suite 210, East Rutherford, New Jersey 07073 ("HTH") and DGN PHARMACY, INC., 20 Murray Hill Parkway, Suite 210, East Rutherford, New Jersey 07073 ("DGN").

RECITALS:

1. DGN has executed certain outstanding Promissory Notes ("DGN Notes") to the order of HTH to evidence certain loans made by HTH to DGN in the aggregate amount of \$7,654,571.00 ("HTH Loan").
2. The proceeds for the HTH Loan were derived from certain loans made to HTH by numerous investors ("Investors") and evidenced by certain convertible promissory loans ("Investor Notes"), as well as certain advances made by additional third parties.
3. As more specifically set forth herein, there are various credits (totaling \$1,817,819.00) against the loan balance of the HTH Loans, as set forth on EXHIBIT "A" attached hereto and made a part hereof, by virtue of DGN's assumption of certain obligations and/or liabilities of HTH.
4. Certain of the Investors, as enumerated on EXHIBIT "B" attached hereto and made a part hereof, have recently elected to convert the Investor Notes (totaling \$967,500.00) held by them into capital stock of DGN.
5. As a result of the credits (EXHIBIT "A") and the note conversions (EXHIBIT "B"), the principal balance of the remaining Investor Notes is reduced to \$5,169,242.00, as more specifically set forth on EXHIBIT "C" attached hereto and made a part hereof. .

Recently, certain of the investors have declared a default under the Investor Notes.

6. Efforts will be made by HTH to negotiate new repayment terms of the Investor Notes in order to avert a financial crisis on the part of HTH.
7. This financial crisis will negatively impact the financial condition of DGN by virtue of the demand nature of the DGN Notes. Ultimately, if DGN falters, there will be no ability on the part of DGN to satisfy the DGN Notes and, as a result, HTH will be unable to satisfy any of Investor Notes and the Investors will lose their entire investment. In light of the current pandemic, the parties acknowledge that it is

imperative that DGN be provided the opportunity to increase sales, improve its financial outlook and finance its operations.

8. As such, a restructure of the DGN Notes which provides time for DGN to repay the DGN Note is deemed to be in the best interests of all parties, including the Investors.
9. HTH and DGN have reached certain understandings regarding such restructure, which are memorialized herein.

IT IS AGREED AS FOLLOWS:

1. The parties have agreed to restructure the payment terms of the DGN Notes so that the DGN Notes will be paid and satisfied over a thirty-six (36) month term, as follows:
 - A. Months one (1) through six (6): No payments. Interest shall accrue at the rate of five (5%) percent annually.
 - B. Months seven (7) through eighteen (18): Payment of interest-only installments.
 - C. Months nineteen (19) through thirty-five (35): Payment of five (5%) percent interest-only installments, plus principal installments of thirty thousand (\$30,000.00) dollars per month.
 - D. Month thirty-six (36): All accrued unpaid interest, together with the principal, shall be due and payable on the third anniversary date hereof.
2. As and for consideration to HTH for the loan restructure, DGN has agreed to assume certain obligations and/or liabilities of HTH, as enumerated in EXHIBIT "A".
3. In order to evidence this loan restructure, DGN shall execute a new note concurrently herewith in the form attached hereto and made a part hereof as EXHIBIT "D" (the "New Note").
4. Upon execution of the New Note, the DGN Notes shall be deemed null, void, and of no further effect.
5. This Agreement is expressly governed by the laws of the State of New Jersey.

6. This Agreement is subject to the dispute resolution process set forth below.

(a) Non-Binding Mediation. In the event any controversy or claim arises out of or related to this Agreement or the breach thereof, the dispute shall be submitted to non-binding mediation. This mediation shall be conducted in Bergen County, New Jersey or in such other location mutually agreed to by the parties. If the parties are unable to agree on an acceptable mediator, the parties agree to submit the dispute for mediation administered by the American Arbitration Association under its Commercial Mediation Procedures before resorting to arbitration, litigation, or some other dispute resolution procedure. The mediation shall be conducted and completed within fifteen (15) days after referral of the dispute to the mediator or, if the mediator's schedule does not allow, as soon as the mediator's schedule allows. The expense of the mediation shall be borne equally between the parties.

(b) Arbitration. In the event of a dispute between the parties with respect to any issue arising under this Agreement as a matter to be decided by arbitration, such dispute shall be determined by arbitration held in Bergen County, New Jersey.

(i) The parties shall agree upon the appointment of a single arbitrator who shall be a fit and impartial person and who shall have had at least ten (10) years' experience as either an arbitrator or judge. If the parties shall fail to agree upon the appointment of an arbitrator, then the arbitrator shall be appointed by the American Arbitration Association.

(ii) The arbitrator, after being duly sworn to perform his/her duties with impartiality and fidelity, shall proceed with all reasonable dispatch to determine the question submitted. The arbitration shall be conducted in accordance with the Rules of the American Arbitration Association (or any successor thereto), and the award of the arbitrator shall be binding, final and conclusive on the parties. The decision of the arbitrator shall be rendered within thirty (30) days after his/her appointment, and such decision shall be in writing and in duplicate, one counterpart

thereof to be delivered to each of the parties. Either party shall have the right to enter a judgment based upon the award of the arbitrator.

(iii) The fees of the arbitrator as well as the expenses incident to the proceedings, shall be borne equally between the parties.

HEALTH TECH HARBOR, INC.

By: 

DGN PHARMACY, INC.

By: 

Exhibit "A"

HTH Debt Assumed by PRC		Comments
Goodwin: Proctor	800,000	
PKF O'Connor Davies	75,000	Partial of total bill
Lawrence Margolis - Note	425,742	Includes interest through 6/30/2020
Keith - Accrual	121,910	Through 6/30/2020
Cheryl - Accrual	39,000	Through 6/30/2020
Larry - Accrual	391,167	Through 6/30/2020
Abeyoun	15,000	
Graffagnino Loan	<u>150,000</u>	
Total:	1,817,819	

Exhibit B

Convertible Notes:	25,000
Fine	100,000
Graffino	100,000
Lukens	25,000
D Patel	155,000
Wilson	50,000
Greenwave 97	125,000
Panda	50,000
Sinha	82,500
Prakash	35,000
Oclut	25,000
Lal	40,000
Fine	100,000
Alfano	25,000
S. Ramakrishnan	25,000
Kiyak	25,000
Lyubkina	967,500
Total:	967,500

Exhibit "C"

Comments

PRX Note Due HTH	7,854,571	
Interest Through 6/30/2020	298,990	
HTH Debt Assumed by PRX	-1,817,819	See Exhibit "A"
HTH Convertible Notes Assumed By PRX	<u>-967,500</u>	See Exhibit "B"
Net Amount Due HTH:	5,168,242	

**UNANIMOUS CONSENT OF THE DIRECTORS OF
DGN PHARMACY, INC.
A NEW JERSEY CORPORATION**

IN LIEU OF A SPECIAL MEETING

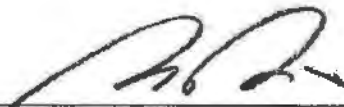
The undersigned, being the Sole Director of DGN PHARMACY, INC., a New Jersey Corporation (A Corporation"), hereby unanimously consents to the actions taken as set forth in the following resolutions:

RESOLVED, that the Corporation is hereby authorized to enter into that certain \$5,169,242.00 Promissory Note between Corporation and HEALTH TECH HARBOR, INC. and to consummate the transactions contemplated therein; and it is

RESOLVED, FURTHER that the Corporation is authorized to guaranty such obligation; and

RESOLVED, FURTHER, that Lawrence H. Margolis, the Sole Director of the Corporation, is hereby authorized to take such actions and to execute, deliver and file such documents as may be necessary or appropriate to carry out the transaction.

DATED: 7/17, 2020



Lawrence H. Margolis, Sole Director

**UNANIMOUS CONSENT OF THE DIRECTORS OF
HEALTH TECH HARBOR, INC.
A DELAWARE CORPORATION**

IN LIEU OF A SPECIAL MEETING

The undersigned, being the Director of HEALTH TECH HARBOR, INC., a Delaware Corporation (ACompany"), hereby unanimously consents to the actions taken as set forth in the following resolutions:

RESOLVED, that the Company is hereby authorized to enter into that certain \$5,169,242.00 Promissory Note between Company and DGN PHARMACY, INC. and to consummate the transactions contemplated therein; and it is

RESOLVED, FURTHER that the Company shall procure the guaranty of DGN Pharmacy, Inc. ("DGN") of such obligation; and

RESOLVED, FURTHER that the officers of the Company shall execute such documents, and shall perform such acts, as are necessary and appropriate to effectuate the aforesaid Resolutions.

DATED: 7/17/2020 2020


Lawrence Margolis, Director

PROMISSORY NOTE

\$5,169,242.00

Date: July 17,
2020

FOR VALUE RECEIVED, the Undersigned promises to pay to the order of HEALTH TECH HARBOR, INC., or its successors and/or assigns ("Holder"), the sum of FIVE MILLION ONE HUNDRED SIXTY-NINE THOUSAND TWO HUNDRED FORTY-TWO (\$5,169,242.00) DOLLARS, together with interest at the rate hereinafter provided, said principal and interest to be paid and satisfied as follows:

Payment. Said principal sum and all accrued interest shall be paid and satisfied as follows:

- A. Months one (1) through six (6): No payments. Interest shall accrue at the rate of five (5%) percent annually.
- B. Months seven (7) through eighteen (18): Payment of interest-only installments.
- C. Months nineteen (19) through thirty-five (35): Payment of five (5%) percent interest-only installments, plus principal installments of thirty thousand (\$30,000.00) dollars per month.
- D. Month thirty-six (36): All accrued unpaid interest, together with the principal, shall be due and payable on the third anniversary date hereof.

Interest Rate. The interest rate of this Note shall be five (5%) percent per annum.

Acceleration. Notwithstanding the foregoing, the unpaid balance of the sum on this Note and accrued interest shall immediately become due and payable at the election of the Holder in the event of:

Thirty (30) days' default in any payment due hereunder after the receipt of a written notice of nonpayment; or

A sale of substantially all of the assets of the Undersigned; or

A liquidation or dissolution of the Undersigned.

Prepayment. The Undersigned may prepay without the consent of the Holder, in whole or in part, at any time, without penalty.

Attorneys' Fees. The Holder hereof shall be entitled to reasonable attorneys' fees and costs incurred in connection with the collection of any and all payments due under this Note.

Miscellaneous.

The Undersigned acknowledges and agrees that all obligations hereunder are joint and several, and independent of each other signatory party and all guarantor parties.

The Undersigned, and all other parties who, at any time may be liable hereon in any capacity, jointly and severally, waive presentment, demand for payment, protest and notice of dishonor of this Note, and authorize the Holder hereof, without notice, to grant extensions of payment and reduction in the rate of interest on any monies due and owing hereunder.

Failure of the Holder to assert its rights in any one or more instances of default shall not be deemed a waiver thereof. Exercise of the remedies herein provided or provided by law shall not be deemed exclusive or constitute an election of remedies to the exclusion of any other available legal remedies.

This Note is made and delivered in, and shall be construed in accordance with, the laws of the State of New Jersey.

This Note and the Undersigned's respective obligations hereunder shall be binding upon their respective heirs, successors and/or assigns.

WITNESS:
RX

DGN PHARMACY, INC. d/b/a PERSONAL
A New Jersey Corporation

_____ 

By:

Name: LAWRENCE H. MARGOLIS,
President